#### KEITHLEY INSTRUMENTS INC

Form 4

February 11, 2009

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

January 31, Expires: 2005

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**OMB APPROVAL** 

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obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BARTLETT JAMES T** Issuer Symbol

KEITHLEY INSTRUMENTS INC

(Check all applicable)

[KEI]

(First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year)

KEITHLEY INSTRUMENTS. 02/09/2009 INC., 28775 AURORA ROAD

> (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> > Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

below)

**SOLON, OH 44139** 

(State)

(City)

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount Price (D)

Common 02/09/2009 \$0 A 3,000 Α 21,465 D Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A Disposed of (Instr. 3, 4, 5)	A) or f (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Common Stock Option	\$ 17.7813						08/13/2000	02/12/2010	Common Stk	10,00
Common Stock Option	\$ 36.85						08/18/2001	02/17/2011	Common Stk	10,00
Common Stock Option	\$ 19.23						08/17/2002	02/16/2012	Common Stk	10,00
Common Stock Option	\$ 10.7						08/16/2003	02/15/2013	Common Stk	10,00
Common Stock Option	\$ 23.13						08/15/2004	02/14/2014	Common Stk	10,00
Common Stock Option	\$ 16.67						05/13/2005	02/12/2015	Common Stk	10,00
Phantom Stock Units	\$ 3.2412	02/09/2009		A	4,316.12		<u>(1)</u>	<u>(1)</u>	Common Stk	4,316

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BARTLETT JAMES T							

BARTLETT JAMES T KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139

X

## **Signatures**

Mark J. Plush, Attorney-in Fact 02/11/2009

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in common stock or cash, in annual installments over 5 years, on the exercisable date per the reporting persons deferral election.
- (2) Phantom shares were acquired on various dates (beginning 09/19/1995) with prices ranging from \$2.469 to \$64.00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.