Edgar Filing: KEITHLEY INSTRUMENTS INC - Form 4

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KEITHLEY Form 4 April 30, 20	INSTRUMENT:	S INC									
FORM		CTATES SI	CUDIT	прс а	ND EV	СПА	NCEO	OMMISSION	r	APPROVAL	
	UNITED	STATES					ANGE C	UNINI1551UN	OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4	so STATEN 16. or										
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(a) of the Pub		y Holo	ling Co	npan	y Act of	e Act of 1934, 1935 or Sectio 0	'n		
(Print or Type	Responses)										
KEITHLEY JOSEPH P S			2. Issuer Name and Ticker or Trading Symbol KEITHLEY INSTRUMENTS INC					5. Relationship of Reporting Person(s) to Issuer			
			KEI]	1 1145	INUM	21910) INC	(Chec	ck all applicat	ole)	
(Last)	(First) (1		3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below)			
	Y INSTRUMENT 5 AURORA ROA		4/28/2009	1				· · · · · · · · · · · · · · · · · · ·	or, Chairman,	CEO	
SOLON, O	(Street) 0H 44139		If Amendm led(Month/D		-	ıl		6. Individual or Jo Applicable Line) _X_ Form filed by M	One Reporting	Person	
(City)	(State)	(Zip)		N / D		G	•.•	Person			
							-	uired, Disposed o		•	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Coo Year) (Ins	insactio de str. 8)	4. Securit n(A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class B Common Shares								1,954,816	Ι	Partnership	
Class B Common Shares								46,062	Ι	Trust (2)	
Class B Common Shares								130,000	D		
Common	04/28/2009		P <u>(</u>	3)	1,000	А	\$ 3.44	81,311	D		

Shares								
Common Shares	04/29/2009	P <u>(3)</u>	1,112	А	\$ 3.0814 (4)	82,423	D	
Restricted Common Shares (5)						2,616	D	
Common Shares						2,448	Ι	Wife

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

Persons who respond to the collection of	SEC 1474
information contained in this form are not	(9-02)
required to respond unless the form	
displays a currently valid OMB control	
number.	

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

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Share Option	\$ 45.125					08/02/2002	08/01/2010	Common Shares	120,00
Common Share Option	\$ 18.41					07/25/2003(6)	07/24/2011	Common Shares	100,00
Common Share Option	\$ 13.76					07/24/2004(6)	07/23/2012	Common Shares	100,00
Common Share Option	\$ 16.12					08/10/2005	07/18/2013	Common Shares	100,00
Common Share Option	\$ 18.75					02/15/2005	07/16/2014	Common Shares	70,00
Common Share Option	\$ 15.05					10/04/2007 <u>(6)</u>	10/03/2015	Common Shares	55,00
Common Share Option	\$ 9.12					11/09/2009(6)	11/09/2017	Common Shares	38,30

Performance Award Unit \$ 0				09/30/2010 <u>(7)</u>	(7)	Common Shares	19,30 (7)
Reporting Owners							
Reporting Owner Name / Address			Relationships				
hepoting of the function of	Director	10% Owner	Officer	Other			
KEITHLEY JOSEPH P KEITHLEY INSTRUMENTS, INC 28775 AURORA ROAD SOLON, OH 44139	· x	Х	Director, Cl	nairman, CEO			
Signatures							
Mark J. Plush, Attorney-in Fact	04/30/200)9					
**Signature of Reporting Person	Date						
Explanation of Resp	onses	:					
		т.,	4(1)()				

- * 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) Keithley Investment Co. Limited Partnership
- (2) Joseph F. Keithley 1988 Family Trust reporting person is Trustee
- (3) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 12, 2009.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$3.05 to \$3.09, inclusive. The reporting person undertakes to provide to Keithley Instruments, any security holder of Keithley

- (4) Instruments, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote 4 to this Form 4.
- (5) Restricted shares will become fully vested on December 1, 2010
- (6) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.

Each Performance Award Unit represents the right to receive one common share. The number of units initially awarded, the target, is shown above. The actual number of units that will be awarded and converted to shares is based upon: a) the Company's revenue growth as

(7) compared to a defined Peer Group and, b) the Company maintaining an acceptable level of profitability during the performance period which ends on the date exercisable (the "vesting date"). Awarded units are automatically converted to shares under the Plan on or before the December 31st following the Vesting Date.

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.