#### KEITHLEY INSTRUMENTS INC

Form 4

February 05, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

SAPONAS THOMAS A Sym KEI			2. Issuer Name and Ticker or Trading ymbol KEITHLEY INSTRUMENTS INC KEI]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 28775 AUR	(First) (Mi	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2010			_X Director Officer (gives) below)		6 Owner er (specify		
(Street) 4. If Am			amendment, Date Original				6. Individual or Joint/Group Filing(Check			
SOLON, OF		Z:)	th/Day/Year) e I - Non-D		Securi	ties Ac	Applicable Line) _X_ Form filed by Form filed by Person  quired, Disposed	More than One Ro	eporting	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. SecurionAcquirec Disposec (Instr. 3,	ties l (A) c l of (D	or O)	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)	
Common Shares	02/04/2010		A	2,552	A	\$0	36,955	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

#### Edgar Filing: KEITHLEY INSTRUMENTS INC - Form 4

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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	Amount or Number of Shares
Phantom Stock Units	\$ 5.7093	02/04/2010		A	1,757.63	<u>(1)</u>	<u>(1)</u>	Common Stk	1,757.63

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
SAPONAS THOMAS A 28775 AURORA ROAD SOLON, OH 44139	X						

## **Signatures**

Mark J. Plush, Attorney-in Fact 02/05/2010

\*\*Signature of Reporting Person Date

## **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 upon the retirement from the Board of the Reporting person; retirement date is not yet known
- (2) Phantom shares were acquired on various dates (beginning 2/13/06) with prices ranging from \$3.2412 to \$15.59.

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.

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