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KEITHLEY INSTRUMENTS INC Form 8-K March 24, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 10, 2005

Keithley Instruments, Inc.

(Exact name of registrant as specified in its charter)

Ohio	1-9965	34-0794417
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
28775 Aurora Road, Solon, Ohio		44139
(Address of principal executive offices)		(Zip Code)
Registrant s telephone number, including area code:		(440) 248-0400
	Not Applicable	
Former nar	me or former address, if changed since l	ast report
Check the appropriate box below if the Form 8-K filing the following provisions:	ng is intended to simultaneously satisfy	the filing obligation of the registrant under any of
Written communications pursuant to Rule 425 un. Soliciting material pursuant to Rule 14a-12 under Pre-commencement communications pursuant to Pre-commencement communications pursuant to	the Exchange Act (17 CFR 240.14a-12 Rule 14d-2(b) under the Exchange Act	(17 CFR 240.14d-2(b))

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Top of the Form Item 7.01. Regulation FD Disclosure.

The registrant has been advised that Keithley Investment Co. Limited Partnership, an Ohio limited partnership of which Joseph P. Keithley, Chairman of the Board, President and Chief Executive Officer of the registrant, is the general partner and a beneficiary, has entered into a trading plan under Rule 10b5-1 to sell up to 300,000 common shares of the registrant during the period ending December 31, 2005. The plan provides for sales of common shares in the open market at a series of laddered price triggers. Except as may be required by law, the registrant does not undertake to report any modifications, terminations or other activities under the trading plan referred to herein.

The information contained herein shall not be deemed "filed" for any purpose, including for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Keithley Instruments, Inc.

March 24, 2005 By: Mark J. Plush

Name: Mark J. Plush

Title: Vice President and Chief Financial Officer

ign="top" rowspan="2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code

(Instr. 8)5. Number of Derivative 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)8. Price of Derivative Security

(Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Deferred Stock Units (1)01/01/2011 A

12,219 (1) (1) Common Stock 12,219 (1) 47,183 D

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERSHAD STEPHEN W C/O GSI GROUP INC. 125 MIDDLESEX TURNPIKE BEDFORD, MA 01730

X

Signatures

Paula A Pluta 01/04/2012

**Signature of Date

**Signature of Reporting Person

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) As of the date the reporting person ceases to be a director of the issuer, each Deferred Stock Unit will convert into a share of issuer common stock.

Remarks:

Exhibit 24: Power of Attorney

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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