

BACHMAN BRIAN R
Form 4
January 06, 2009

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BACHMAN BRIAN R

2. Issuer Name and Ticker or Trading Symbol
KEITHLEY INSTRUMENTS INC
[KEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2009

Director 10% Owner
 Officer (give title below) Other (specify below)

KEITHLEY INSTRUMENTS, INC., 28775 AURORA ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SOLON, OH 44139

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Shares					1,000	D	(1)
Common Shares	01/02/2009		M		2,503 (2)	A	(3)
Common Shares	01/02/2009		D		100 (2) \$ 3.631	D	
Common Shares	01/02/2009		D		200 (2) \$ 3.56	D	
Common Shares	01/02/2009		D		100 (2) \$ 3.559	D	

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Common Shares	01/02/2009	D	506 <u>(2)</u>	D	\$ 3.568	19,862	D
Common Shares	01/02/2009	D	100 <u>(2)</u>	D	\$ 3.541	19,762	D
Common Shares	01/02/2009	D	200 <u>(2)</u>	D	\$ 3.54	19,562	D
Common Shares	01/02/2009	D	200 <u>(2)</u>	D	\$ 3.549	19,362	D
Common Shares	01/02/2009	D	500 <u>(2)</u>	D	\$ 3.542	18,862	D
Common Shares	01/02/2009	D	597 <u>(2)</u>	D	\$ 3.531	18,265	D

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

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(9-02)

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 17.7813					08/13/2000	02/12/2010	Common Stk	10,000
Common Stock Option	\$ 36.85					08/18/2001	02/17/2011	Common Stk	10,000
Common Stock Option	\$ 19.23					08/17/2002	02/16/2012	Common Stk	10,000
Common Stock Option	\$ 10.7					08/16/2003	02/15/2013	Common Stk	10,000
Common Stock	\$ 23.13					08/15/2004	02/14/2014	Common Stk	10,000

Option									
Common Stock	\$ 16.67					05/13/2005	02/12/2015	Common Stk	10,000
Option									
Phantom Stock	\$ 3.631	01/02/2009		A	25.83	(4)	(4)	Common Stk	25,833
Units									
Phantom Stock	(3)	01/02/2009		M	2,503	(4)	(4)	Common Stk	2,503
Units									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BACHMAN BRIAN R KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	X			

Signatures

Mark J. Plush,
Attorney-in Fact

01/06/2009

**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) IRA

(2) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and were settled in cash.

(3) Phantom shares were acquired on various dates (beginning 2/18/2003) with prices ranging from \$3.631 to \$24.9973.

(4) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in cash or common stock to the reporting person on the exercisable date per their deferral election.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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