#### KEITHLEY INSTRUMENTS INC

Form 4

October 05, 2005

# FORM 4

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

**OMB** Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **ETSLER PHILIP** 

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

KEITHLEY INSTRUMENTS INC

(Check all applicable)

[KEI]

(Last) (First) (Middle)

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

Director X\_ Officer (give title

10% Owner Other (specify

10/03/2005

VP Human Resources

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

KEITHLEY INSTRUMENTS. INC., 28775 AURORA ROAD

(Street)

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

**SOLON, OH 44139** 

(City)

(City)	(State) (A	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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	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)	
Common Shares	03/31/2005		J(1)	78	A	\$ 15.86	33,413	D		
Common Shares	06/30/2005		<u>J(1)</u>	78	A	\$ 15.8	33,419	D		
Common Shares	09/30/2005		<u>J(1)</u>	86	A	\$ 14.4	33,577	D		
Restricted Common Shares (2)							8,422	D		

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number out 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Si
Common Share Option	\$ 5.7188					09/20/1999	09/19/2007	Common Shares	7,0
Common Share Option	\$ 2.5313					09/12/2000	09/11/2008	Common Shares	12,
Common Share Option	\$ 4.125					07/17/2001	07/16/2009	Common Shares	27,
Common Share Option	\$ 45.125					08/02/2002	08/01/2010	Common Shares	24,
Common Share Option	\$ 18.41					07/25/2003(3)	07/24/2011	Common Shares	22,
Common Share Option	\$ 13.76					07/24/2004(3)	07/23/2012	Common Shares	22,
Common Share Option	\$ 16.12					07/19/2005(3)	07/18/2013	Common Shares	24,
Common Share Option	\$ 18.75					07/17/2006(3)	07/16/2014	Common Shares	21,
Common Share Option	\$ 15.05	10/03/2005		A	6,400	10/04/2007(3)	10/03/2015	Common Shares	6,4
Performance Award Unit	\$ 0	10/03/2005		A	5,000 (4)	09/30/2008	02/01/2012	Common Shares	5,0 <u>(</u>

# **Reporting Owners**

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

ETSLER PHILIP KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139

**VP Human Resources** 

# **Signatures**

Mark J. Plush, Attorney-in Fact

\*\*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) Acquired through Employee Stock Purchase and Dividend Reinvestment Plan.
- (2) Restricted Shares will become fully vested on January 1, 2012
- (3) 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 at the end of the applicable performance period. The number of units actually earned is subject to adjustment based upon the Company's revenue growth versus that of a defined Peer Group,
- as well as the Company maintaining an acceptable level of profitability. Minimum number of units is 0 while the maximum number of units is two times the target number shown.

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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