

KEITHLEY INSTRUMENTS INC
 Form 4
 July 30, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 RAE LINDA C

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)
 07/29/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Executive VP & COO

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)
Common Shares	12/31/2007		J ⁽¹⁾		4	A	\$ 9.72	1,000	D	
Common Shares	03/31/2008		J ⁽¹⁾		3	A	\$ 9.8601	1,003	D	
Common Shares	06/30/2008		J ⁽¹⁾		67	A	\$ 9.025	1,070	D	
Common Shares	06/30/2008		J ⁽¹⁾		4	A	\$ 9.67	1,074	D	
Common Shares	07/29/2008		M		1,500	A	\$ 2.5313	2,574	D	

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Common Shares	07/29/2008	S	1,500	D	\$ 10.01 (2)	1,074	D
Common Shares	07/29/2008	M	5,000	A	\$ 4.125	6,074	D
Common Shares	07/29/2008	S	5,000	D	\$ 10.0591 (3)	1,074	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.

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Option	\$ 2.5313	07/29/2008		M	1,500	09/12/2000	09/11/2008	Common Shares	1,500
Common Share Option	\$ 4.125	07/29/2008		M	5,000	07/17/2001	07/16/2009	Common Shares	5,000
Common Share Option	\$ 45.125					08/02/2002	08/01/2010	Common Shares	12,500
Common Share Option	\$ 18.41					07/25/2003 ⁽⁴⁾	07/24/2011	Common Shares	25,000
Common Share Option	\$ 13.76					07/24/2004 ⁽⁵⁾	07/23/2012	Common Shares	30,000
Common Share Option	\$ 16.12					08/10/2005 ⁽⁶⁾	07/18/2013	Common Shares	50,000
Common Share Option	\$ 18.75					02/15/2005 ⁽⁴⁾	07/16/2014	Common Shares	41,000
Common Share Option	\$ 15.05					10/04/2007 ⁽⁵⁾	10/03/2015	Common Shares	25,000
	\$ 0					09/30/2008 ⁽⁷⁾	⁽⁷⁾		

Performance Award Unit				Common Shares	12,900
Common Share Option	\$ 14	01/30/2009 ⁽⁵⁾	01/30/2017	Common Shares	25,000
Performance Award Unit	\$ 0	09/30/2009 ⁽⁷⁾	⁽⁷⁾	Common Shares	12,900
Common Share Option	\$ 9.12	11/09/2009 ⁽⁵⁾	11/09/2017	Common Shares	19,000
Performance Award Unit	\$ 0	09/30/2010 ⁽⁷⁾	⁽⁷⁾	Common Shares	9,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAE LINDA C KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139			Executive VP & COO	

Signatures

Mark J. Plush,
Attorney-In Fact

07/30/2008

**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) Average sales price of \$10.01 used (prices ranged from \$10.00 to \$10.0256)
- (3) Average sales price of \$10.0591 used (prices ranged from \$10.0044 to \$10.20)
- (4) Option became fully vested on February 15, 2005
- (5) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.
- (6) Option became fully vested on August 10, 2005

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 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.