

KEITHLEY INSTRUMENTS INC  
 Form 4  
 December 08, 2009

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

OMB APPROVAL  
 OMB Number: 3235-0287  
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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)  
 12/04/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ 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)
				(A) or (D)	Amount		
				Code V	Price		
Common Shares					7,937	D	

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)**

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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)
Common Share Option	\$ 45.125					08/02/2002 08/01/2010	Common Shares 12
Common Share Option	\$ 18.41					07/25/2003 <sup>(1)</sup> 07/24/2011	Common Shares 25
Common Share Option	\$ 13.76					07/24/2004 <sup>(2)</sup> 07/23/2012	Common Shares 30
Common Share Option	\$ 16.12					08/10/2005 <sup>(3)</sup> 07/18/2013	Common Shares 50
Common Share Option	\$ 18.75					02/15/2005 <sup>(1)</sup> 07/16/2014	Common Shares 41
Common Share Option	\$ 15.05					10/04/2007 <sup>(2)</sup> 10/03/2015	Common Shares 25
Common Share Option	\$ 14					01/30/2009 <sup>(2)</sup> 01/30/2017	Common Shares 25
Common Share Option	\$ 9.12					11/09/2009 <sup>(2)</sup> 11/09/2017	Common Shares 19
Performance Award Unit	\$ 0					09/30/2010 <sup>(4)</sup> <sup>(4)</sup>	Common Shares 9
Common Share Option	\$ 2.99					02/06/2011 <sup>(2)</sup> 02/06/2019	Common Shares 31
Restricted Unit Share	\$ 0					<sup>(5)</sup> <sup>(5)</sup>	Common Shares 5
Common Share Option	\$ 4.26	12/04/2009		A	25,350	12/04/2011 <sup>(2)</sup> 12/04/2019	Common Shares 25
Performance Award Unit	\$ 0	12/04/2009		A	25,350	09/30/2012 <sup>(6)</sup> <sup>(6)</sup>	Common Shares 25

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other  
 Executive VP & COO

RAE LINDA C  
KEITHLEY INSTRUMENTS, INC.  
28775 AURORA ROAD  
SOLON, OH 44139

## Signatures

Mark J. Plush,  
Attorney-In Fact

12/08/2009

\_\_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) Option became fully vested on February 15, 2005
- (2) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.
- (3) 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.

- (5) Restricted unit awards will become fully vested on February 6, 2013. Common shares represented by such vested restricted unit awards will be delivered promptly after such vesting date.

Each Performance Award Unit represents a right to receive one common share. The number of units comprising the initial award are adjusted (ranging from a maximum of twice the number of units comprising the initial award, to a minimum of no units), based on award program metrics that compare the Company's total shareholder return performance occurring during the Measurement Period to comparable total shareholder return performance reported by companies in the Russell Microcap Index. Awarded units earned based on these metrics as of September 30, 2012 (the vesting date) are converted to shares under the Plan and will be issued on or before December 31, 2012.

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.