

PLUSH MARK J
Form 4
October 29, 2010

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 *
PLUSH MARK J

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)
10/27/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CFO

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 or Price		
Common Shares	01/06/2010		J ⁽¹⁾		8 A \$ 4.5527	42,738	D
Common Shares	04/06/2010		J ⁽¹⁾		5 A \$ 6.587	42,743	D
Common Shares	07/06/2010		J ⁽¹⁾		12 A \$ 8.98	43,947 ⁽²⁾	D
Common Shares	07/16/2010		J ⁽¹⁾		429 A \$ 8.388	44,376	D
Common Shares	10/05/2010		J ⁽¹⁾		5 A \$ 21.447	44,381	D

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Common Shares	10/21/2010	G	2,300	D	\$ 0	42,081	D	
Common Shares	10/27/2010	M	12,000 (3)	A	(3)	54,081	D	
Common Shares	10/27/2010	F	3,834 (4)	D	\$ 21.53	50,247	D	
Restricted Shares (5)						952	D	
Common Shares	01/06/2010	J(1)	3	A	\$ 4.5527	1,339	I	Trust (6)
Common Shares	04/06/2010	J(1)	3	A	\$ 6.587	1,342	I	Trust (6)
Common Shares	07/06/2010	J(1)	6	A	\$ 8.98	1,348	I	Trust (6)
Common Shares	10/05/2010	J(1)	2	A	\$ 21.447	1,350	I	Trust (6)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Option	\$ 18.41					07/25/2003(7)	07/24/2011	Common Shares	38
Common Share Option	\$ 13.76					07/24/2004(9)	07/23/2012	Common Shares	25
Common Share Option	\$ 16.12					08/10/2005(10)	07/18/2013	Common Shares	33
Common Share Option	\$ 18.75					02/15/2005(7)	07/16/2014	Common Shares	28

Common Share Option	\$ 15.05					10/04/2007 ⁽⁹⁾	10/03/2015	Common Shares	10
Common Share Option	\$ 9.12					11/09/2009 ⁽⁹⁾	11/09/2017	Common Shares	12
Performance Award Unit	<u>(3)</u>	10/27/2010		M	9,600 ⁽³⁾	09/30/2010 ⁽³⁾	<u>(3)</u>	Common Shares	9
Common Stock Option	\$ 2.99					02/06/2011 ⁽⁹⁾	02/06/2019	Common Shares	27
Restricted Unit Award	\$ 0					<u>(11)</u>	<u>(11)</u>	Common Shares	4
Common Stock Option	\$ 4.26					12/04/2011 ⁽⁹⁾	12/04/2019	Common Shares	22
Performance Award Unit	\$ 0					09/30/2012 ⁽¹²⁾	<u>(12)</u>	Common Shares	22

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PLUSH MARK J KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139			VP, CFO	

Signatures

Mark J. Plush 10/29/2010
 **Signature of Date
 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) Acquired through Employee Stock Purchase and Dividend Reinvestment Plan.
- (2) Includes 1,192 shares for which restrictions lapsed on June 1, 2010, which were previously reported as restricted shares
 Each Performance Award Unit represented the right to receive one common share. The number of units initially awarded was a target (as shown in Table II), and the actual number of units that vested and converted to shares (which could range from 0 shares to twice the target number of shares) was 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 ended on September 30, 2010. Based on the Company's performance, the units converted into a number of shares equal to 1.25 times the target number.
- (4) Shares issuable upon vesting of Performance Award Units were withheld to settle associated tax liabilities.
- (5) Restricted Shares will become fully vested on June 1, 2011
- (6) Christopher M. Plush Trust, Virginia A. Plush Trustee
- (7) Option became fully vested on February 15, 2005
- (8)

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Pursuant to a domestic relations order, the reporting person is deemed to hold 16,251 options for his former spouse and may exercise the option solely upon the direct of his former spouse who is entitled to the shares issued upon exercise. The reporting person disclaims beneficial ownership with respect to the options held for the benefit of his former spouse.

- (9) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.
- (10) Option became fully vested on August 10, 2005
- (11) 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

- (12) 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.

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