

ETSLER PHILIP
Form 5
October 30, 2006

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ETSLER PHILIP

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP Human Resources

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2006

KEITHLEY INSTRUMENTS,
INC., 28775 AURORA ROAD

(Street)

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

6. Individual or Joint/Group Reporting
(check applicable line)

SOLON, OH 44139

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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) (A) or (D) Amount Price			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	03/31/2006	^	J ⁽¹⁾	84	A	\$ 15.32	34,954	D	^
Common Shares	06/30/2006	^	J ⁽¹⁾	103	A	\$ 12.1726	35,057	D	^
Common Shares	09/29/2006	^	J ⁽¹⁾	96	A	\$ 13.0799	35,153	D	^
	^	^	^	^	^	^	7,218	D	^

Restricted
Common
Shares ⁽²⁾

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)	8. Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Common Share Option	\$ 5.7188	Â	Â	Â	Â Â	09/20/1999 09/19/2007	Common Shares	7,0
Common Share Option	\$ 2.5313	Â	Â	Â	Â Â	09/12/2000 09/11/2008	Common Shares	12,
Common Share Option	\$ 4.125	Â	Â	Â	Â Â	07/17/2001 07/16/2009	Common Shares	27,
Common Share Option	\$ 45.125	Â	Â	Â	Â Â	08/02/2002 08/01/2010	Common Shares	24,
Common Share Option	\$ 18.41	Â	Â	Â	Â Â	07/25/2003 ⁽³⁾ 07/24/2011	Common Shares	22,
Common Share Option	\$ 13.76	Â	Â	Â	Â Â	07/24/2004 ⁽⁴⁾ 07/23/2012	Common Shares	22,
Common Share Option	\$ 16.12	Â	Â	Â	Â Â	08/10/2005 ⁽⁵⁾ 07/18/2013	Common Shares	24,
Common Share Option	\$ 18.75	Â	Â	Â	Â Â	02/15/2005 ⁽³⁾ 07/16/2014	Common Shares	21,
Common Share Option	\$ 15.05	Â	Â	Â	Â Â	10/04/2007 ⁽⁴⁾ 10/03/2015	Common Shares	6,4
Performance Award Unit	\$ 0	Â	Â	Â	Â Â	09/30/2008 02/01/2012	Common Shares	5,0 (9)

