

KEITHLEY INSTRUMENTS INC  
 Form 4  
 February 01, 2007

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**GAFFNEY ALAN S**

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)  
**KEITHLEY INSTRUMENTS, INC., 28775 AURORA ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/30/2007**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**VP Comm Mkt & Info Sys**

**SOLON, OH 44139**

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	12/29/2006		J <sup>(1)</sup>	A	\$ 1,745 13.3599	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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Common Share Option	\$ 4.125					07/17/2001 07/16/2009	Common Shares	2,000
Common Share Option	\$ 19.9688					04/06/2002 04/05/2010	Common Shares	6,000
Common Share Option	\$ 45.125					08/02/2002 08/01/2010	Common Shares	8,000
Common Share Option	\$ 18.41					07/25/2003 <sup>(2)</sup> 07/24/2011	Common Shares	15,000
Common Share Option	\$ 13.76					07/24/2004 <sup>(2)</sup> 07/23/2012	Common Shares	25,000
Common Share Option	\$ 16.12					08/10/2005 <sup>(3)</sup> 07/18/2013	Common Shares	28,000
Common Share Option	\$ 18.75					02/15/2005 <sup>(4)</sup> 07/16/2014	Common Shares	24,000
Common Share Option	\$ 15.05					10/04/2007 <sup>(2)</sup> 10/03/2015	Common Shares	6,000
Performance Award Unit	\$ 0					09/30/2008 02/01/2012	Common Shares	4,000
Common Share Option	\$ 14	01/30/2007		A	6,000	01/30/2009 <sup>(2)</sup> 01/30/2017	Common Shares	6,000
Performance Award Unit	\$ 0	01/30/2007		A	4,600 <sup>(5)</sup>	09/30/2009 02/01/2012	Common Shares	4,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAFFNEY ALAN S KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139			VP Comm Mkt & Info Sys	

## Signatures

Mark J. Plush,  
Attorney-in Fact

02/01/2007

\_\_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) 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
- (4) Option became fully vested on February 15, 2005

- 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.
- (5)

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.