

KEITHLEY INSTRUMENTS INC

Form 4

May 15, 2007

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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)

(Last) (First) (Middle)
KEITHLEY INSTRUMENTS,
INC., 28775 AURORA ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
05/11/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP Human Resources

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares	03/30/2007		J ⁽¹⁾	84	A \$ 15.1899	36,533	D
Common Shares	05/11/2007		S	400	D \$ 12.01	36,133	D
Common Shares	05/11/2007		S	100	D \$ 12.03	36,033	D
Common Shares	05/11/2007		S	1,500	D \$ 12.04	34,533	D
Common Shares	05/11/2007		S	2,500	D \$ 12.05	32,033	D

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Common Shares	05/11/2007	S	100	D	\$ 12.06	31,933	D
Common Shares	05/11/2007	S	740	D	\$ 12.09	31,193	D
Common Shares	05/11/2007	S	200	D	\$ 12.1	30,993	D
Common Shares	05/11/2007	S	600	D	\$ 12.12	30,393	D
Common Shares	05/11/2007	S	200	D	\$ 12.13	30,193	D
Common Shares	05/11/2007	S	500	D	\$ 12.16	29,693	D
Common Shares	05/11/2007	S	300	D	\$ 12.17	29,393	D
Common Shares	05/11/2007	S	760	D	\$ 12.18	28,633	D
Common Shares	05/11/2007	S	400	D	\$ 12.2	28,233	D
Common Shares	05/11/2007	S	240	D	\$ 12.21	27,993	D
Common Shares	05/11/2007	S	100	D	\$ 12.24	27,893	D
Restricted Common Shares ⁽²⁾						6,016	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)

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 Securities (Instr. 3 and 4)
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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)			
Common Share Option	\$ 45.125		08/02/2002	08/01/2010	Common Shares	24,000
Common Share Option	\$ 18.41		07/25/2003 ⁽³⁾	07/24/2011	Common Shares	22,000
Common Share Option	\$ 13.76		07/24/2004 ⁽⁴⁾	07/23/2012	Common Shares	22,000
Common Share Option	\$ 16.12		08/10/2005 ⁽⁵⁾	07/18/2013	Common Shares	24,000
Common Share Option	\$ 18.75		02/15/2005 ⁽³⁾	07/16/2014	Common Shares	21,000
Common Share Option	\$ 15.05		10/04/2007 ⁽⁴⁾	10/03/2015	Common Shares	6,400
Performance Award Unit	\$ 0		09/30/2008	02/01/2012	Common Shares	5,000 ⁽⁶⁾
Performance Award Unit	\$ 0		09/30/2009	02/01/2012	Common Shares	4,000 ⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ETSLER PHILIP KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139			VP Human Resources	

Signatures

Mark J. Plush,
Attorney-in Fact

05/15/2007

__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) Restricted Shares will become fully vested on January 1, 2012
- (3) Option became fully vested on February 15, 2005
- (4) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.
- (5) Option became fully vested on August 10, 2005

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- (6) 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.

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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