

KEITHLEY INSTRUMENTS INC

Form 4

January 03, 2008

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BACHMAN BRIAN R

(Last) (First) (Middle)

KEITHLEY INSTRUMENTS,
INC., 28775 AURORA ROAD

(Street)

SOLON, OH 44139

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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. 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				(A) or (D)	Price		
			Code	V	Amount		
Common Shares	01/02/2008		M		1,616 (2)	A	(3)
Common Shares	01/02/2008		D		200 (2)	D	\$ 9.62
Common Shares	01/02/2008		D		100 (2)	D	\$ 9.61
Common Shares	01/02/2008		D		200 (2)	D	\$ 9.58
					1,000	D	(1)
					11,597	D	
					11,397	D	
					11,297	D	
					11,097	D	

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Common Shares	01/02/2008	D	300 <u>(2)</u>	D	\$ 9.55	10,797	D
Common Shares	01/02/2008	D	100 <u>(2)</u>	D	\$ 9.54	10,697	D
Common Shares	01/02/2008	D	100 <u>(2)</u>	D	\$ 9.52	10,597	D
Common Shares	01/02/2008	D	116 <u>(2)</u>	D	\$ 9.51	10,481	D
Common Shares	01/02/2008	D	500 <u>(2)</u>	D	\$ 9.5	9,981	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Stock Option	\$ 17.7813					08/13/2000 02/12/2010	Common Stk 10,000
Common Stock Option	\$ 36.85					08/18/2001 02/17/2011	Common Stk 10,000
Common Stock Option	\$ 19.23					08/17/2002 02/16/2012	Common Stk 10,000
Common Stock Option	\$ 10.7					08/16/2003 02/15/2013	Common Stk 10,000
Common Stock	\$ 23.13					08/15/2004 02/14/2014	Common Stk 10,000

Option

Common

Stock \$ 16.67

05/13/2005 02/12/2015

Common
Stk

10,000

Option

Phantom

Stock (3) 01/02/2008

M

1,616

(4)

(4)

Common
Stk

1,616

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BACHMAN BRIAN R KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139			X	

Signatures

Mark J. Plush,
Attorney-in Fact

01/03/2008

**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) IRA

(2) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and were settled in cash.

(3) Phantom shares were acquired on various dates (beginning 2/20/2002) with prices ranging from \$9.1661 to \$24.9973.

(4) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in cash or common stock to the reporting person on the exercisable date per their deferral election.

(5) Phantom shares were acquired on various dates (beginning 2/18/2003) with prices ranging from \$9.1661 to \$24.9973.

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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