

PLUSH MARK J  
Form 5  
November 12, 2009

**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 \*  
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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
09/30/2009

\_\_\_\_ 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 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) Amount (A) or Price (D)	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	03/31/2009	^	J(1)	19 A \$ 3.3297	40,513	D	^
Common Shares	06/30/2009	^	J(1)	1,263 A \$ 3.8	42,968 (2)	D	^
Common Shares	06/30/2009	^	J(1)	6 A \$ 3.7431	42,974	D	^
Common Shares	09/30/2009	^	J(1)	6 A \$ 5.75	42,980	D	^

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Shares

Restricted Shares <sup>(3)</sup>	Â	Â	Â	Â	Â	Â	2,144	D	Â
Common Shares	03/31/2009	Â	J <sup>(1)</sup>	15	A	\$ 3.3297	1,329	I	Trust <sup>(4)</sup>
Common Shares	06/30/2009	Â	J <sup>(1)</sup>	4	A	\$ 3.7431	1,333	I	Trust <sup>(4)</sup>
Common Shares	09/30/2009	Â	J <sup>(1)</sup>	3	A	\$ 5.75	1,336	I	Trust <sup>(4)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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)	Am or Num of S	
					(A) (D)	Date Exercisable	Expiration Date	Title	
Common Share Option	\$ 45.125	Â	Â	Â	Â Â	08/02/2002 <sup>(5)</sup>	08/01/2010	Common Shares	42
Common Share Option	\$ 18.41	Â	Â	Â	Â Â	07/25/2003 <sup>(7)</sup>	07/24/2011	Common Shares	38
Common Share Option	\$ 13.76	Â	Â	Â	Â Â	07/24/2004 <sup>(5)</sup>	07/23/2012	Common Shares	25
Common Share Option	\$ 16.12	Â	Â	Â	Â Â	08/10/2005 <sup>(9)</sup>	07/18/2013	Common Shares	33
Common Share Option	\$ 18.75	Â	Â	Â	Â Â	02/15/2005 <sup>(7)</sup>	07/16/2014	Common Shares	28
Common Share Option	\$ 15.05	Â	Â	Â	Â Â	10/04/2007 <sup>(5)</sup>	10/03/2015	Common Shares	10
Common Share Option	\$ 9.12	Â	Â	Â	Â Â	11/09/2009 <sup>(5)</sup>	11/09/2017	Common Shares	12
	\$ 0	Â	Â	Â	Â Â	09/30/2010 <sup>(10)</sup>	Â <sup>(10)</sup>		

