

KEITHLEY INSTRUMENTS INC

Form 4

October 05, 2005

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 *
PESEC JOHN A

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)
10/03/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP Worldwide Sales & Support

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	09/30/2004		J ⁽¹⁾		12	A	\$ 17.5991	5,565	D
Common Shares	12/31/2004		J ⁽¹⁾		11	A	\$ 19.67	5,576	D
Common Shares	01/07/2005		J ⁽¹⁾		1,366	A	\$ 15.555	6,942	D
Common Shares	03/31/2005		J ⁽¹⁾		17	A	\$ 15.89	6,959	D
Common Shares	06/30/2005		J ⁽¹⁾		16	A	\$ 15.8	6,975	D

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Common Shares	09/30/2005	J	18	A	\$ 14.6	6,993	D	
Common Shares						10	I	Jointly held with wife
Common Shares						8	I	Wife

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of
Common Share Option	\$ 5.7188					09/20/1999 09/19/2007	Common Shares 3
Common Share Option	\$ 2.5313					09/12/2000 09/11/2008	Common Shares 5
Common Share Option	\$ 4.125					07/17/2001 07/16/2009	Common Shares 12
Common Share Option	\$ 45.125					08/02/2002 ⁽²⁾ 08/01/2010	Common Shares 11
Common Share Option	\$ 18.41					07/25/2003 ⁽²⁾ 07/24/2011	Common Shares 23
Common Share Option	\$ 13.76					07/24/2004 ⁽²⁾ 07/23/2012	Common Shares 27
Common Share Option	\$ 16.12					08/10/2005 07/18/2013	Common Shares 30
Common Share Option	\$ 18.75					02/15/2005 07/16/2014	Common Shares 20
Common	\$ 15.05	10/03/2005		A	10,000	10/04/2007 ⁽²⁾ 10/03/2015	Common 10

Share Option								Shares
Performance Award Unit	\$ 0	10/03/2005	A	7,700 (3)	09/30/2008	02/01/2012	Common Shares	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PESEC JOHN A KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139			VP Worldwide Sales & Support	

Signatures

Mark J. Plush,
Attorney-in Fact

10/05/2005

__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) 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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