

KEITHLEY INSTRUMENTS INC

Form 4

April 28, 2006

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 *
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)
04/28/2006

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)
				(A) or (D) Code V Amount (D) Price			
Common Shares					1,000	D ⁽¹⁾	
Common Shares	04/28/2006		A	939 A \$ 0	3,814	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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)	8. 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 Option	\$ 23.13					08/15/2004 02/14/2014	Common Stk	10,000
Common Stock Option	\$ 16.67					05/13/2005 02/12/2015	Common Stk	10,000
Phantom Stock Units	(2)					(3) (3)	Common Stk	5,859.41

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

04/28/2006

__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) Phantom shares were acquired on various dates (beginning 2/19/1999) with prices ranging from \$3.8963 to \$64.00.

(3) 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.

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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