

KEITHLEY INSTRUMENTS INC

Form 4

February 01, 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 *
GAFFNEY ALAN S

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)
01/30/2007

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP Comm Mkt & Info Sys

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	12/29/2006		J ⁽¹⁾		5	A	\$ 13.3599
							1,745
							D

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
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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)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Share Option	\$ 4.125							07/17/2001	07/16/2009	Common Shares	2,000
Common Share Option	\$ 19.9688							04/06/2002	04/05/2010	Common Shares	6,000
Common Share Option	\$ 45.125							08/02/2002	08/01/2010	Common Shares	8,000
Common Share Option	\$ 18.41							07/25/2003 ⁽²⁾	07/24/2011	Common Shares	15,000
Common Share Option	\$ 13.76							07/24/2004 ⁽²⁾	07/23/2012	Common Shares	25,000
Common Share Option	\$ 16.12							08/10/2005 ⁽³⁾	07/18/2013	Common Shares	28,000
Common Share Option	\$ 18.75							02/15/2005 ⁽⁴⁾	07/16/2014	Common Shares	24,000
Common Share Option	\$ 15.05							10/04/2007 ⁽²⁾	10/03/2015	Common Shares	6,000
Performance Award Unit	\$ 0							09/30/2008	02/01/2012	Common Shares	4,000
Common Share Option	\$ 14	01/30/2007		A		6,000		01/30/2009 ⁽²⁾	01/30/2017	Common Shares	6,000
Performance Award Unit	\$ 0	01/30/2007		A		4,600 ⁽⁵⁾		09/30/2009	02/01/2012	Common Shares	4,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GAFFNEY ALAN S KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	VP Comm Mkt & Info Sys

Signatures

Mark J. Plush,
Attorney-in Fact

02/01/2007

__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) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year

(3) Option became fully vested on August 10, 2005

(4) Option became fully vested on February 15, 2005

(5) 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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