

KEITHLEY INSTRUMENTS INC  
Form SC 13D/A  
December 09, 2010

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)  
(Amendment No. 1)\*

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KEITHLEY INSTRUMENTS, INC.  
(Name of issuer)

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Common Shares, without par value  
(Title of class of securities)

487584104  
(CUSIP number)

Danaher Corporation  
2099 Pennsylvania Avenue, N.W., 12th floor  
Washington, DC 20006  
Attn: Attila I. Bodi  
(202) 828-0850

Copies to:  
Skadden, Arps, Slate, Meagher & Flom LLP  
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New York, NY 10036  
Attn: Joseph A. Coco, Esq.

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Thomas W. Greenberg, Esq.  
(212) 735-3000

(Name, address and telephone number of person authorized to receive notices and communications)

December 8, 2010

(Date of event which requires filing of this statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 487584104

1 Name of reporting persons, I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
 Danaher Corporation. 59-1995548

2 Check the appropriate box if a member of a group  
 (a)  (b)

3 SEC use only

4 Source of funds  
 OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization  
 Delaware

		Sole voting power
	7	SEE ITEM 5
Number of shares beneficially owned by each reporting person with		Shared voting power
	8	SEE ITEM 5
		Sole dispositive power
	9	SEE ITEM 5
		Shared dispositive power
	10	SEE ITEM 5

111 Aggregate amount beneficially owned by each reporting person  
 SEE ITEM 5

122 Check box if the aggregate amount in Row (11) excludes certain shares

133 Percent of class represented by amount in Row (11)  
 SEE ITEM 5

144 Type of reporting person  
 CO

CUSIP No. 487584104

- 1 Name of reporting persons, I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Aegean Acquisition Corp.
- 2 Check the appropriate box if a member of a group  
(a)  (b)
- 3 SEC use only
- 4 Source of funds
- OO
- 5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)
- 6 Citizenship or place of organization
- Ohio
- |   |    |                          |
|---|----|--------------------------|
|   |    | Sole voting power        |
|   | 7  | SEE ITEM 5               |
| Number of shares beneficially owned by each reporting person with |    | Shared voting power      |
|   | 8  | SEE ITEM 5               |
|   |    | Sole dispositive power   |
|   | 9  | SEE ITEM 5               |
|   |    | Shared dispositive power |
|   | 10 | SEE ITEM 5               |
- 111 Aggregate amount beneficially owned by each reporting person
- SEE ITEM 5
- 122 Check box if the aggregate amount in Row (11) excludes certain shares
- 133 Percent of class represented by amount in Row (11)
- SEE ITEM 5
- 144 Type of reporting person
- CO

SCHEDULE 13D

This Amendment No. 1 to Schedule 13D (this "Amendment") amends and supplements the statement on Schedule 13D originally filed on October 7, 2010 (the "Original Schedule 13D"), by (i) Danaher Corporation, a Delaware corporation ("Danaher") and (ii) Aegean Acquisition Corp., an Ohio corporation ("Merger Sub") (collectively, the "Reporting Persons"), relating to the common shares, without par value (the "common shares"), of Keithley Instruments, Inc. (the "Issuer"), including common shares issuable upon the conversion of the Issuer's Class B common shares, without par value (the "Class B common shares").

Item 4. Purpose of the Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following paragraph:

The merger of Merger Sub with and into the Issuer was completed on December 8, 2010.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) In connection with the consummation of the merger described in Item 4 above, Merger Sub was merged with and into the Issuer, the separate corporate existence of Merger Sub thereupon ceased, and the Issuer became an indirectly wholly-owned subsidiary of Danaher. Upon consummation of the merger, the common shares ceased to be traded on the New York Stock Exchange and registration of such common shares will be terminated pursuant to Section 12(g)(4) of the Exchange Act.

(c) None.

(d) None.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DANAHER CORPORATION

By: /s/ James F. O'Reilly  
Name: James F. O'Reilly  
Title: Associate General Counsel and Secretary

AEGEAN ACQUISITION CORP.

By: /s/ James F. O'Reilly  
Name: James F. O'Reilly  
Title: VP-Secretary