

KEITHLEY INSTRUMENTS INC  
 Form 4  
 May 28, 2009

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 KEITHLEY JOSEPH P

(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)  
 05/26/2009

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)  
 Director, Chairman, CEO

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. 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)
Class B Common Shares				(A) or (D)	1,954,816	I	Partnership <sup>(1)</sup>
Class B Common Shares				(A) or (D)	46,062	I	Trust <sup>(2)</sup>
Class B Common Shares				(A) or (D)	130,000	D	
Common	05/26/2009		P <sup>(3)</sup>	500 A \$	90,015	D	

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Shares						4.36		
Common Shares	05/26/2009	P <sup>(3)</sup>	100	A	\$ 4.3	90,115	D	
Common Shares	05/26/2009	P <sup>(3)</sup>	100	A	\$ 4.32	90,215	D	
Common Shares	05/26/2009	P <sup>(3)</sup>	100	A	\$ 4.35	90,315	D	
Common Shares	05/27/2009	P <sup>(3)</sup>	800	A	\$ 4.35	91,115	D	
Common Shares	05/27/2009	P <sup>(3)</sup>	500	A	\$ 4.3	91,615	D	
Common Shares	05/27/2009	P <sup>(3)</sup>	188	A	\$ 4.37	91,803	D	
Restricted Common Shares <sup>(4)</sup>						2,616	D	
Common Shares						2,448	I	Wife

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.**

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. Code	5. Transaction 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)	Amount Number Shares
Common Share Option	\$ 45.125					08/02/2002 08/01/2010	Common Shares	120,000
Common Share Option	\$ 18.41					07/25/2003 <sup>(5)</sup> 07/24/2011	Common Shares	100,000
	\$ 13.76					07/24/2004 <sup>(5)</sup> 07/23/2012		100,000

