

KEITHLEY INSTRUMENTS INC  
Form 8-K  
March 24, 2005

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

March 10, 2005

Keithley Instruments, Inc.

(Exact name of registrant as specified in its charter)

Ohio

1-9965

34-0794417

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

28775 Aurora Road, Solon, Ohio

44139

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(440) 248-0400

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01. Regulation FD Disclosure.**

The registrant has been advised that Keithley Investment Co. Limited Partnership, an Ohio limited partnership of which Joseph P. Keithley, Chairman of the Board, President and Chief Executive Officer of the registrant, is the general partner and a beneficiary, has entered into a trading plan under Rule 10b5-1 to sell up to 300,000 common shares of the registrant during the period ending December 31, 2005. The plan provides for sales of common shares in the open market at a series of laddered price triggers. Except as may be required by law, the registrant does not undertake to report any modifications, terminations or other activities under the trading plan referred to herein.

The information contained herein shall not be deemed "filed" for any purpose, including for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*March 24, 2005*

Keithley Instruments, Inc.

By: *Mark J. Plush*

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*Name: Mark J. Plush*

*Title: Vice President and Chief Financial Officer*