

KEITHLEY INSTRUMENTS INC
 Form 5
 February 16, 2006

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 02/16/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
 Director, Chairman, CEO

KEITHLEY INSTRUMENTS,
 INC., 28775 AURORA ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SOLON, OH 44139

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (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) Amount Price			
Class B Common Shares	^	^	^	^ ^ ^	1,954,816	I	Partnership (1)
Class B Common Shares	^	^	^	^ ^ ^	46,062	I	Trust (2)
Class B Common	^	^	^	^ ^ ^	130,000	D	^

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Shares

Common Shares	02/03/2004	Â	G5	10,000	D	\$ 0	33,898 ⁽³⁾	D	Â
Restricted Common Shares ⁽⁴⁾	Â	Â	Â	Â	Â	Â	6,540	D	Â
Common Shares	Â	Â	Â	Â	Â	Â	2,448	I	Wife

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

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SEC 2270
(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. 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 Security (Instr. 3 and 4)
Common Share Option	\$ 5.7188	Â	Â	Â	Â	Date Exercisable: 09/20/2001 Expiration Date: 09/19/2007	Common Shares 30
Common Share Option	\$ 4.9375	Â	Â	Â	Â	Date Exercisable: 12/06/2001 Expiration Date: 12/05/2007	Common Shares 6,
Common Share Option	\$ 45.125	Â	Â	Â	Â	Date Exercisable: 08/02/2002 Expiration Date: 08/01/2010	Common Shares 120
Common Share Option	\$ 18.41	Â	Â	Â	Â	Date Exercisable: 07/25/2003 ⁽⁵⁾ Expiration Date: 07/24/2011	Common Shares 100
Common Share Option	\$ 13.76	Â	Â	Â	Â	Date Exercisable: 07/24/2004 ⁽⁵⁾ Expiration Date: 07/23/2012	Common Shares 100
Common Share Option	\$ 16.12	Â	Â	Â	Â	Date Exercisable: 08/10/2005 ⁽⁵⁾ Expiration Date: 07/18/2013	Common Shares 100
Common Share Option	\$ 18.75	Â	Â	Â	Â	Date Exercisable: 02/15/2005 Expiration Date: 07/16/2014	Common Shares 70
Common Share Option	\$ 15.05	Â	Â	Â	Â	Date Exercisable: 10/04/2007 ⁽⁶⁾ Expiration Date: 10/03/2015	Common Shares 55
	\$ 0	Â	Â	Â	Â	Date Exercisable: 09/30/2008 Expiration Date: 02/01/2012	

Performance
Award Unit

Common 28
Shares 9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEITHLEY JOSEPH P KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	X	X	X	X
			Director, Chairman, CEO	

Signatures

Mark J. Plush,
Attorney-in Fact

02/16/2006

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) Keithley Investment Co. Limited Partnership
- (2) Joseph F. Keithley 1988 Family Trust - reporting person is Trustee
- (3) Includes 1,636 shares for which restrictions lapsed on December 1, 2005 which were previously reported as restricted shares
- (4) Restricted shares will become fully vested on December 1, 2010
- (5) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year
- (6) Date applies to 50% of total, remaining balance is exercisable the following year on anniversary date

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 provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.