

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-28**

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### ISSUER

#### **KEITHLEY INSTRUMENTS INC**

CIK: **54991** | IRS No.: **340794417** | State of Incorporation: **OH** | Fiscal Year End: **0930**  
SIC: **3825** Instruments for meas & testing of electricity & elec signals

Business Address  
28775 AURORA RD  
SOLOM OH 44139  
2162480400

### REPORTING OWNER

#### **BACHMAN BRIAN R**

CIK: **1198932**  
Type: **4** | Act: **34** | File No.: **001-09965** | Film No.: **05789089**

Mailing Address  
2536 ALKI AVE SW #220  
SEATTLE WA 98116

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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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

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 <b>BACHMAN BRIAN R</b>			2. Issuer Name and Ticker or Trading Symbol <b>KEITHLEY INSTRUMENTS INC [KEI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005					
KEITHLEY INSTRUMENTS, INC., 28775 AURORA ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
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	04/28/2005		P		1,000	A	\$14.112	1,000	D <sup>(1)</sup>	
Common Shares								1,000	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Option	\$17.7813							08/13/2000	02/12/2010	Common Stk	10,000	10,000	D	
Common Stock Option	\$36.85							08/18/2001	02/17/2011	Common Stk	10,000	10,000	D	

Common Stock Option	\$19.23						08/17/2002	02/16/2012	Common Stk	10,000		10,000	D	
Common Stock Option	\$10.7						08/16/2003	02/15/2013	Common Stk	10,000		10,000	D	
Common Stock Option	\$23.13						08/15/2004	02/14/2014	Common Stk	10,000		10,000	D	
Common Stock Option	\$16.67						05/13/2005	02/12/2015	Common Stk	10,000		10,000	D	
Phantom Stock Units	(2)						(3)	(3)	Common Stk	12,449.51		12,449.51 (2)	D	

**Explanation of Responses:**

1. IRA
2. Phantom shares were acquired on various dates (beginning 2/13/1998) with prices ranging from \$2.469 to \$64.00.
3. The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in cash or common stock to the reporting person on the exercisable date or upon retirement from the Board whichever occurs later.

**Signatures**

Mark J. Plush, Attorney-in Fact

\*\* Signature of Reporting Person

05/02/2005

Date

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

\* 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).

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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