

KEITHLEY INSTRUMENTS INC

Form 4

December 08, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOERSTEN MARK A

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)

**KEITHLEY INSTRUMENTS,
INC., 28775 AURORA ROAD**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2009

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP Business Management

SOLON, OH 44139

(City) (State) (Zip)

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

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)
Common Shares			Code V	Amount (D) Price	6,215	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares or Units of Common Stock
				Code	V	(A)	(D)	
Common Share Option	\$ 45.125					08/02/2002	08/01/2010	Common Shares
Common Share Option	\$ 18.41					07/25/2003 ⁽¹⁾	07/24/2011	Common Shares
Common Share Option	\$ 13.76					07/24/2004 ⁽¹⁾	07/23/2012	Common Shares
Common Share Option	\$ 16.12					08/10/2005 ⁽²⁾	07/18/2013	Common Shares
Common Share Option	\$ 18.75					02/15/2005 ⁽³⁾	07/16/2014	Common Shares
Common Share Option	\$ 15.05					10/04/2007 ⁽¹⁾	10/03/2015	Common Shares
Common Share Option	\$ 14					01/30/2009 ⁽¹⁾	01/30/2017	Common Shares
Common Share Option	\$ 9.12					11/09/2009 ⁽¹⁾	11/09/2017	Common Shares
Performance Award Unit	\$ 0					09/30/2010 ⁽⁴⁾	⁽⁴⁾	Common Shares
Common Stock Option	\$ 2.99					02/06/2011 ⁽¹⁾	02/06/2019	Common Shares
Restricted Unit Award	\$ 0					⁽⁵⁾	⁽⁵⁾	Common Shares
Common Share Option	\$ 4.26	12/04/2009		A	13,200	12/04/2011 ⁽⁶⁾	12/04/2019	Common Shares
Performance Award Unit	\$ 0	12/04/2009		A	6,600	09/30/2012 ⁽⁷⁾	⁽⁷⁾	Common Shares
Restricted Unit Award	\$ 0	12/04/2009		A	4,400	⁽⁸⁾	⁽⁸⁾	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer

Other

HOERSTEN MARK A
KEITHLEY INSTRUMENTS, INC.
28775 AURORA ROAD
SOLON, OH 44139

VP Business Management

Signatures

Mark J. Plush,
Attorney-in Fact

12/08/2009

__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) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.
- (2) Option became fully vested on August 10, 2005
- (3) Option became fully vested on February 15, 2005

Each Performance Award Unit represents the right to receive one common share. The number of units initially awarded, the target, is shown above. The actual number of units that will be awarded and converted to shares is based upon: a) the Company's revenue growth as compared to a defined Peer Group and, b) the Company maintaining an acceptable level of profitability during the performance period which ends on the date exercisable (the "vesting date"). Awarded units are automatically converted to shares under the Plan on or before the December 31st following the Vesting Date.

- (5) Restricted unit awards will become fully vested on February 6, 2013. Common shares represented by such vested restricted unit awards will be delivered promptly after such vesting date.
- (6) Date applies to 50% of total, remaining balance is exercisable the following year on anniversary date

Each Performance Award Unit represents a right to receive one common share. The number of units comprising the initial award are adjusted (ranging from a maximum of twice the number of units comprising the initial award, to a minimum of no units), based on award program metrics that compare the Company's total shareholder return performance occurring during the Measurement Period to comparable total shareholder return performance reported by companies in the Russell Microcap Index. Awarded units earned based on these metrics as of September 30, 2012 (the vesting date) are converted to shares under the Plan and will be issued on or before December 31, 2012.

- (8) Restricted unit awards will become fully vested on December 4, 2013. Common Shares represented by such vested restricted unit awards will be delivered promptly after such vesting date.

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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