

KEITHLEY INSTRUMENTS INC
 Form 4
 October 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(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)
10/27/2010

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

SOLON, OH 44139

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

(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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Shares	01/06/2010		J ⁽¹⁾	10	A	\$ 4.552	6,225	D
Common Shares	04/06/2010		J ⁽¹⁾	7	A	\$ 6.587	6,232	D
Common Shares	07/06/2010		J ⁽¹⁾	18	A	\$ 8.98	6,250	D
Common Shares	10/05/2010		J ⁽¹⁾	7	A	\$ 21.447	6,257	D
Common Shares	10/27/2010		M	5,700 ⁽²⁾	A	<u>2</u>	11,957	D

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Common Shares 10/27/2010 F 1,822⁽³⁾ D \$ 21.53 10,135 D

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

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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	\$ 18.41					07/25/2003 ⁽⁴⁾ 07/24/2011	Common Shares 25,
Common Share Option	\$ 13.76					07/24/2004 ⁽⁴⁾ 07/23/2012	Common Shares 30,
Common Share Option	\$ 16.12					08/10/2005 ⁽⁵⁾ 07/18/2013	Common Shares 30,
Common Share Option	\$ 18.75					02/15/2005 ⁽⁶⁾ 07/16/2014	Common Shares 25,
Common Share Option	\$ 15.05					10/04/2007 ⁽⁴⁾ 10/03/2015	Common Shares 8,8
Common Share Option	\$ 14					01/30/2009 ⁽⁴⁾ 01/30/2017	Common Shares 8,8
Common Share Option	\$ 9.12					11/09/2009 ⁽⁴⁾ 11/09/2017	Common Shares 7,5
Performance Award Unit	<u>(2)</u>	10/27/2010		M	5,700 <u>(2)</u>	09/30/2010 ⁽²⁾ <u>(2)</u>	Common Shares 5,7 <u>(2)</u>
Common Stock Option	\$ 2.99					02/06/2011 ⁽⁴⁾ 02/06/2019	Common Shares 16,
Restricted Unit Award	\$ 0					<u>(7)</u> <u>(7)</u>	Common Shares 5,5
Common Share Option	\$ 4.26					12/04/2011 ⁽⁸⁾ 12/04/2019	Common Shares 13,

