

KEITHLEY INSTRUMENTS INC
 Form 5
 October 30, 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 *
 RAE LINDA C

(Last) (First) (Middle)

KEITHLEY INSTRUMENTS,
 INC., 28775 AURORA ROAD

(Street)

SOLON, OH 44139

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 KEITHLEY INSTRUMENTS INC
 [KEI]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. VP, General Manager

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price		
Common Shares	12/30/2005	^	J(1)	2	A	\$ 13.97	803	D ^
Common Shares	03/31/2006	^	J(1)	2	A	\$ 15.34	805	D ^
Common Shares	06/30/2006	^	J(1)	2	A	\$ 12.1726	807	D ^
	07/01/2006	^	J(1)	124	A		931	D ^

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Common Shares						\$				
						12.0935				
Common Shares	09/29/2006	Â	J ⁽¹⁾	3	A	\$	934	D	Â	
						13.0799				

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

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(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)	Amount or Number of Shares
Common Share Option	\$ 2.5313	Â	Â	Â	Â Â	Date Exercisable: 09/12/2000 Expiration Date: 09/11/2008	Common Shares	1,5
Common Share Option	\$ 4.125	Â	Â	Â	Â Â	07/17/2001 07/16/2009	Common Shares	5,0
Common Share Option	\$ 45.125	Â	Â	Â	Â Â	08/02/2002 08/01/2010	Common Shares	12,
Common Share Option	\$ 18.41	Â	Â	Â	Â Â	07/25/2003 ⁽²⁾ 07/24/2011	Common Shares	25,
Common Share Option	\$ 13.76	Â	Â	Â	Â Â	07/24/2004 ⁽³⁾ 07/23/2012	Common Shares	30,
Common Share Option	\$ 16.12	Â	Â	Â	Â Â	08/10/2005 ⁽⁴⁾ 07/18/2013	Common Shares	50,
Common Share Option	\$ 18.75	Â	Â	Â	Â Â	02/15/2005 ⁽²⁾ 07/16/2014	Common Shares	41,
Common Share Option	\$ 15.05	Â	Â	Â	Â Â	10/04/2007 ⁽³⁾ 10/03/2015	Common Shares	25,
Performance Award Unit	\$ 0	Â	Â	Â	Â Â	09/30/2008 02/01/2012	Common Shares	12,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAE LINDA C KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	Â	Â	Â Sr. VP, General Manager	Â

Signatures

Mark J. Plush,
Attorney-in Fact

10/30/2006

__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) Acquired through Employee Stock Purchase and Dividend Reinvestment Plan.
- (2) Option became fully vested on February 15, 2005
- (3) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year
- (4) Option became fully vested on August 10, 2005

- 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.
- (5)

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