

KEITHLEY INSTRUMENTS INC
 Form 4
 July 30, 2008

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 PESEC JOHN 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)
 07/29/2008

____ Director
 Officer (give title below) _____ Other (specify below)
 VP Worldwide Sales & Support

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)
			Code	V Amount (A) or (D) Price			
Common Shares	06/30/2008		J ⁽¹⁾	28 A \$ 9.67	7,236	D	
Common Shares	07/29/2008		M	12,000 A \$ 4.125	19,236	D	
Common Shares	07/29/2008		S	12,000 D \$ 9.9992 ⁽²⁾	7,236	D	
Common Shares					10	I	Jointly held with wife

Common Shares 9 I Wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	of
Common Share Option	\$ 4.125	07/29/2008		M	12,000	07/17/2001 07/16/2009	Common Shares	12	
Common Share Option	\$ 45.125					08/02/2002 ⁽³⁾ 08/01/2010	Common Shares	11	
Common Share Option	\$ 18.41					07/25/2003 ⁽³⁾ 07/24/2011	Common Shares	23	
Common Share Option	\$ 13.76					07/24/2004 ⁽³⁾ 07/23/2012	Common Shares	27	
Common Share Option	\$ 16.12					08/10/2005 ⁽⁴⁾ 07/18/2013	Common Shares	30	
Common Share Option	\$ 18.75					02/15/2005 ⁽⁵⁾ 07/16/2014	Common Shares	26	
Common Share Option	\$ 15.05					10/04/2007 ⁽³⁾ 10/03/2015	Common Shares	10	
Performance Award Unit	\$ 0					09/30/2008 ⁽⁶⁾ ⁽⁶⁾	Common Shares	7	
Common Share Option	\$ 14					01/30/2009 ⁽³⁾ 01/30/2017	Common Shares	10	
Performance Award Unit	\$ 0					09/30/2009 ⁽⁶⁾ ⁽⁶⁾	Common Shares	7	
Common Share Option	\$ 9.12					11/09/2009 ⁽³⁾ 11/09/2017	Common Shares	7	

