## Edgar Filing: JACKMAN BRIAN J - Form 4

JACKMAN H	BRIAN J											
Form 4												
July 30, 2008	-											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549							COMMISSION		B APPROVAL r: 3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct 1(b).	er <b>STATH</b> 5. Filed p <sup>s</sup> Section 1	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 20(b) of the Investment Company Act of 1940							Expires: Estimated a burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> JACKMAN BRIAN J			2. Issuer Name <b>and</b> 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			3. Date of Earliest Transaction (Month/Day/Year) 07/29/2008						X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	Filed(Month/Day/Year) Appli _X_U					Applicable Line) _X_ Form filed by	idual or Joint/Group Filing(Check ole Line) m filed by One Reporting Person n filed by More than One Reporting				
SOLON, OH	44139								Person	whole than one its	eporting	
(City)	(State)	(Zip)	Table	I - Non-	Derivat	ive So	ecuri	ties Aco	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi any	Axecution Date, if nyTransactionAcquired (A) or Disposed of (D)Month/Day/Year)(Instr. 8)(Instr. 8)(Instr. 3, 4 and 5)(A) or			)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Shares	07/29/2008			А	1,40	54	A	\$0	14,460	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Option	\$ 13.52					08/05/2005	05/04/2015	Common Stk	10,000
Phantom Stock Units	\$ 10.0342	07/29/2008		А	973.06	<u>(1)</u>	(1)	Common Stk	973.06

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JACKMAN BRIAN J KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	Х						
Signatures							
Mark J. Plush, Attorney-in Fact	07/30/200	)8					
*****							

\*\*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) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in common stock or cash upon the retirement from the Board of the reporting person; retirement date is not yet known.
- (2) Phantom shares were acquired on various dates (beginning 05/09/2005) with prices ranging from \$9.1661 to \$15.9963.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 2018.(6)Represents award pursuant to 2014 Omnibus Incentive Plan and is subject to the achievement of specified corporate and individual performance goals over a period that began on January 1, 2018 and ends on December 31, 2020. The extent to which the award vests, if at all, depends on the extent to which the performance goals are satisfied. Each restricted stock unit represents the right to receive one share of the Issuer's Common Stock upon vesting. These restricted stock units are subject to forfeiture and to limits on transferability until they vest.

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