

PESEC JOHN A  
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 \*  
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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
VP Worldwide Sales & Support

KEITHLEY INSTRUMENTS,  
INC., 28775 AURORA ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SOLON, OH 44139

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 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)	19	A	\$ 13.97	7,012	D	^
Common Shares	03/31/2006	^	J(1)	17	A	\$ 15.34	7,029	D	^
Common Shares	06/30/2006	^	J(1)	21	A	\$ 12.1726	7,050	D	^
	09/29/2006	^	J(1)	20	A		7,070	D	^

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Common Shares								\$ 13.0799		
Common Shares	Â	Â	Â	Â	Â	Â	10	I	Jointly held with wife	
Common Shares	Â	Â	Â	Â	Â	Â	8	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.**

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Common Share Option	\$ 5.7188	Â	Â	Â	Â Â	09/20/1999 09/19/2007	Common Shares 3,0
Common Share Option	\$ 2.5313	Â	Â	Â	Â Â	09/12/2000 09/11/2008	Common Shares 5,0
Common Share Option	\$ 4.125	Â	Â	Â	Â Â	07/17/2001 07/16/2009	Common Shares 12,
Common Share Option	\$ 45.125	Â	Â	Â	Â Â	08/02/2002 <sup>(2)</sup> 08/01/2010	Common Shares 11,
Common Share Option	\$ 18.41	Â	Â	Â	Â Â	07/25/2003 <sup>(3)</sup> 07/24/2011	Common Shares 25,
Common Share Option	\$ 13.76	Â	Â	Â	Â Â	07/24/2004 <sup>(2)</sup> 07/23/2012	Common Shares 27,
Common Share Option	\$ 16.12	Â	Â	Â	Â Â	08/10/2005 <sup>(4)</sup> 07/18/2013	Common Shares 30,
Common Share Option	\$ 18.75	Â	Â	Â	Â Â	02/15/2005 <sup>(3)</sup> 07/16/2014	Common Shares 26,
Common Share Option	\$ 15.05	Â	Â	Â	Â Â	10/04/2007 <sup>(2)</sup> 10/03/2015	Common Shares 10,

