### Edgar Filing: GRISWOLD JAMES B - Form 4

GRISWOLD	JAMES B										
Form 4											
May 09, 2005	5										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL		
								OND	3235-0287		
Check this	s hox		Was	hington, l	D.C. 205	549		Number:			
if no longe	if no longer						Expires:	January 31, 2005			
subject to	subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF						Estimated a	Estimated average			
Section 16 Form 4 or									burden hours per		
Form 5		nurguant to	Section 16	S(n) of the	Securiti	es Evchan	ge Act of 1934,	response	0.5		
obligation	<sup>s</sup> Section 1						of 1935 or Section	m			
may contin	nue.			•	<b>U</b>	Act of 19		/11			
See Instruct 1(b).	cuon	()									
(Print or Type R	esponses)										
1. Name and Address of Reporting Person *       2. Issuer Name         GRISWOLD JAMES B       Symbol				Name and T	Ficker or T	Trading	5. Relationship of Reporting Person(s) to				
GRISWOLD	JAMES B		Symbol				Issuer				
			KEITHLEY INSTRUMENTS INC				(Check all applicable)				
			[KEI]						, 		
(Last) (First) (Middle)			3. Date of Earliest Transaction			XDirector10% Owner					
			(Month/Day/Year)			Officer (give title Other (specify below) below)					
	INSTRUMEN		05/09/20	)05							
INC., 28775	AURORA RO	JAD									
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check					
			Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
SOLON, OH	1/130						Form filed by N				
SOLON, OII	14137						Person				
(City)	(State)	(Zip)	Table	e I - Non-De	rivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction I	Date 2A. Dee	emed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	ear) Executi	on Date, if	Transactio	-		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month	(Day/Vaar)	Code	Disposed	· · ·	Beneficially	(D) or Indirect (I)	Beneficial		
		(Month	/Day/Year)	(Instr. 8)	(Instr. 3,	4  and  5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
						(A)	Reported	· · ·	. ,		
						(A) or	Transaction(s)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Common							1,000	D			
Shares							-,				

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.

 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. Transacti Code (Instr. 8)	Transaction of Derivative Code Securities		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	\$ 36.85						08/18/2001	02/17/2011	Common Stk	10,000
Common Stock Option	\$ 19.23						08/17/2002	02/16/2012	Common Stk	10,000
Common Stock Option	\$ 23.13						08/15/2004	02/14/2014	Common Stk	10,000
Common Stock Option	\$ 16.67						05/13/2005	02/12/2015	Common Stk	10,000
Phantom Stock Units	\$ 13.8557	05/09/2005		А	347.3		<u>(1)</u>	<u>(1)</u>	Common Stk	347.3

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
reporting of the Lamo, Lamos	Director	10% Owner	Officer	Other				
GRISWOLD JAMES B KEITHLEY INSTRUMENTS, INC. 28775 AURORA ROAD SOLON, OH 44139	Х							
Signatures								
Mark J. Plush, Attorney-in Fact	05/09/200	)5						
**Signature of Reporting Person	Date							
Explanation of Poon	oncoc							

# **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 ten installments of common stock upon the retirement from the Board of the reporting person; retirement date is not yet known.

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(2) Phantom shares were acquired on various dates (beginning 09/19/1995) with prices ranging from \$2.469 to \$64.00.

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.