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KEITHLEY INSTRUMENTS INC
Form 8-K
February 19, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 13, 2010

Keithley Instruments, Inc.

(Exact name of registrant as specified in its charter)

Ohio	1-9965	34-0794417
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

28775 Aurora Road, Solon, Ohio	44139
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (440) 248-0400

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01 Other Events

Submission of Matters to a Vote of Security Holders

(a) On February 13, 2010, the registrant conducted its Annual Meeting of

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Shareholders. The following matters were brought before the shareholders for vote at this meeting:

Proposal 1 - Election of Directors:	FOR	WITHHELD	BROKER NON-VOTES
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Joseph P. Keithley	28,982,324	615,049	1,025,297
Brian R. Bachman*	7,575,588	558,764	1,007,297
James B. Griswold	29,037,397	559,976	1,025,297
Leon J. Hendrix, Jr.	29,054,495	542,877	1,025,297
Brian J. Jackman*	7,972,330	162,022	1,007,297
Dr. N. Mohan Reddy*	7,942,292	192,060	1,007,297
Thomas A. Saponas	29,393,403	203,969	1,025,297
Barbara V. Scherer	29,440,282	157,091	1,025,297

*Elected by holders of Common Shares only.

Proposal 2 - To ratify the selection of PricewaterhouseCoopers LLP as Keithley

 Instruments, Inc.'s independent accountants for the fiscal year ending September

 30, 2010

FOR 30,225,727
 AGAINST 378,015
 ABSTAIN 18,928

No other matters were brought before shareholders for a vote at the meeting.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Keithley Instruments, Inc.

February 19, 2010

By: Mark J. Plush

 Name: Mark J. Plush
 Title: Senior Vice President, Chief
 Financial Officer and Treasurer