

KEITHLEY INSTRUMENTS INC

Form 4

February 19, 2003

OMB APPROVAL
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

<p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>Rosica, Gabriel A.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Keithley Instruments, Inc. KEI</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p>
<p>35640 Spicebush Lane</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Solon, OH 44139</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for <i>(Month/Day/Year)</i></p> <p>February 18, 2003</p>	<p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p>
<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">Executive Vice President</p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any. <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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(A)
or
Code V Amount (D) Price

Common Shares					0	D	
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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 <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>		
				Code	V	(A)	(D)
Common Stock Option	\$5.71875	9/19/97					

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
9/20/99(1)	9/19/07	Common Stk	12,500	\$ -	12,500	D
9/12/00(1)	9/11/08	Common Stk	21,000	\$ -	21,000	D
2/14/01(1)	2/13/09	Common Stk	30,000	\$ -	30,000	D
7/17/01(1)	7/16/09	Common Stk	58,000	\$ -	58,000	D
8/2/02(1)	8/1/10	Common Stk	55,000	\$ -	55,000	D
7/25/03(1)	7/25/06	Common Stk	60,000	\$ -	60,000	D
7/24/04(1)	7/23/12	Common Stk	30,000	\$ -	30,000	D
9/9/05	(2)	Common Stk	549.18	\$ -	549.18	D
9/9/05	(2)	Common Stk	524.62	\$ -	524.62	D
9/9/05	(2)	Common Stk	16.28	\$ -	16.28	D

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9/9/05	(2)	Common Stk	570.72	\$ -	570.72	D
9/9/05	(2)	Common Stk	5.24	\$ -	5.24	D
9/9/05	(2)	Common Stk	19.38	\$ -	19.38	D
9/9/05	(2)	Common Stk	7.66	\$ -	7.66	D
9/9/05	(2)	Common Stk	0.62	\$ -	0.62	D
9/9/05	(2)	Common Stk	5.80	\$ -	5.80	D
9/9/05	(2)	Common Stk	6.24	\$ -	6.24	D
9/9/05	(2)	Common Stk	3.26	\$ -	3.26	D
9/9/05	(2)	Common Stk	11.86	\$ -	11.86	D
9/9/05	(2)	Common Stk	0.24	\$ -	0.24	D
9/9/05	(2)	Common Stk	9.56	\$ -	9.56	D
9/9/05	(2)	Common Stk	8.32	\$ -	8.32	D
9/9/05	(2)	Common Stk	8.54	\$ -	8.54	D
9/9/05	(2)	Common Stk	8.84	\$ -	8.84	D
9/9/05	(2)	Common Stk	0.78	\$ -	0.78	D
9/9/05	(2)		4.16	\$ -	4.16	D

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Common
Stk

9/9/05	(2)	Common Stk	2.48	\$ -	2.48	D
9/9/05	(2)	Common Stk	1.68	\$ -	1.68	D
9/9/05	(2)	Common Stk	0.88	\$ -	0.88	D
9/9/05	(2)	Common Stk	0.01	\$ -	0.01	D
9/9/05	(2)	Common Stk	1.11	\$ -	1.11	D
9/9/05	(2)	Common Stk	1.56	\$ -	1.56	D
9/9/05	(2)	Common Stk	2.44	\$ -	2.44	D
9/9/05	(2)	Common Stk	3.71	\$ -	3.71	D
9/9/05	(2)	Common Stk	0.13	\$ -	0.13	D
9/9/05	(2)	Common Stk	4.06	\$ -	4.06	D
9/9/05	(2)	Common Stk	3.55	\$ -	3.55	D
9/9/05	(2)	Common Stk	3.63	\$ -	3.63	D
9/9/05	(2)	Common Stk	4.68	\$ -	4.68	D
9/9/05	(2)	Common Stk	4.50	\$ -	4.50	D
9/9/05	(2)		5.42	\$ -	5.42	D

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Common
Stk

9/9/05	(2)	Common Stk	6.00	\$ -	6.00	D
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Explanation of Responses:

(1) Date reported applies to 50% of total, one-half of the balance is then exercisable in each succeeding year.

(2) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in common stock to the reporting person upon the exercisable date.

Mark J. Plush, Attorney-in
Fact

2/18/03

**Signature of Reporting
Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.