

HENDRIX LEON J JR  
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><b>1. Name and Address of Reporting Person*</b> <i>(Last, First, Middle)</i></p> <p>Hendrix, Jr., Leon J</p>	<p><b>2. Issuer Name and Ticker or Trading Symbol</b></p> <p>Keithley Instruments, Inc. KEI</p>	<p><b>3. I.R.S. Identification Number of Reporting Person, if an entity</b> <i>(Voluntary)</i></p>
<p>340 Surfsong Rd.</p> <p style="text-align: center;"><i>(Street)</i></p> <p>Kiawah Island, SC 29455</p> <p><i>(City) (State) (Zip)</i></p>	<p><b>4. Statement for</b> <i>(Month/Day/Year)</i></p> <p>February 18, 2003</p>	<p><b>5. If Amendment, Date of Original</b> <i>(Month/Day/Year)</i></p>
<p><b>6. Relationship of Reporting Person(s) to Issuer</b> <i>(Check All Applicable)</i></p> <p><input checked="" type="checkbox"/> Director    <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p>	<p><b>7. Individual or Joint/Group Filing</b> <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).

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**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					10,000	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	\$4.40625	2/14/98					

**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			
8/15/98	2/14/08	Common Stk	10,000	\$ -	10,000	D
8/14/99	2/13/09	Common Stk	10,000	\$ -	10,000	D
8/13/00	2/12/10	Common Stk	10,000	\$ -	10,000	D
8/18/01	2/17/11	Common Stk	10,000	\$ -	10,000	D
8/18/02	2/16/12	Common Stk	10,000	\$ -	10,000	D
8/16/03	2/15/13	Common Stk	10,000	\$ -	10,000	D
(1)	(1)	Common Stk	549.18	\$ -	549.18	D
(1)	(1)	Common Stk	509.36	\$ -	509.36	D
(1)	(1)	Common Stk	15.80	\$ -	15.80	D
(1)	(1)	Common Stk	570.72	\$ -	570.72	D

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(1)	(1)	Common Stk	595.16	\$ -	595.16	D
(1)	(1)	Common Stk	354.90	\$ -	354.90	D
(1)	(1)	Common Stk	291.54	\$ -	291.54	D
(1)	(1)	Common Stk	446.10	\$ -	446.10	D
(1)	(1)	Common Stk	375.64	\$ -	375.64	D
(1)	(1)	Common Stk	810.04	\$ -	810.04	D
(1)	(1)	Common Stk	783.00	\$ -	783.00	D
(1)	(1)	Common Stk	818.40	\$ -	818.40	D
(1)	(1)	Common Stk	899.72	\$ -	899.72	D
(1)	(1)	Common Stk	130.26	\$ -	130.26	D
(1)	(1)	Common Stk	210.74	\$ -	210.74	D
	(1)	Common Stk	195.08	\$ -	195.08	D
	(1)	Common Stk	766.16	\$ -	766.16	D
	(1)	Common Stk	845.88	\$ -	845.88	D
	(1)	Common Stk	188.80	\$ -	188.80	D
	(1)		705.76	\$ -	705.76	D

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Common  
Stk

(1)		Common Stk	94.70	\$ -	94.70	D
(1)		Common Stk	573.92	\$ -	573.92	D
(1)		Common Stk	371.98	\$ -	371.98	D
(1)		Common Stk	1026.04	\$ -	1026.04	D
(1)		Common Stk	468.36	\$ -	468.36	D
(1)		Common Stk	1142.66	\$ -	1142.66	D
(1)		Common Stk	991.16	\$ -	991.16	D
(1)		Common Stk	933.12	\$ -	933.12	D
(1)		Common Stk	1047.14	\$ -	1047.14	D
(1)		Common Stk	513.40	\$ -	513.40	D
(1)	(1)	Common Stk	453.18	\$ -	453.18	D
(1)	(1)	Common Stk	4,286.00	\$ -	4,286.00	D
(1)	(1)	Common Stk	233.76	\$ -	233.76	D
(1)	(1)	Common Stk	138.78	\$ -	138.78	D
(1)	(1)	Common Stk	85.25	\$ -	85.25	D



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		Common Stk				
(1)	(1)	Common Stk	55.82	\$ -	55.82	D
(1)	(1)	Common Stk	101.34	\$ -	101.34	D
(1)	(1)	Common Stk	132.24	\$ -	132.24	D
(1)	(1)	Common Stk	178.45	\$ -	178.45	D
(1)	(1)	Common Stk	270.47	\$ -	270.47	D
(1)	(1)	Common Stk	227.40	\$ -	227.40	D
(1)	(1)	Common Stk	294.18	\$ -	294.18	D
(1)	(1)	Common Stk	242.10	\$ -	242.10	D
(1)	(1)	Common Stk	255.47	\$ -	255.47	D
(1)	(1)	Common Stk	377.92	\$ -	377.92	D
(1)	(1)	Common Stk	242.93	\$ -	242.93	D
(1)	(1)	Common Stk	498.00	\$ -	498.00	D
(1)	(1)	Common Stk	491.77	\$ -	491.77	D

**Explanation of Responses:**

(1) The phantom stock units were accrued under the Keithley Instruments, Inc. Deferred Stock Plan and are to be settled in common stock upon the retirement from the Board of the reporting person.

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Mark J. Plush, Attorney-in-  
Fact

2/18/03

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\*\*Signature of Reporting  
Person

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Date

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\*\* 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.

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