KEITHLEY INSTRUMENTS INC

Form 3

October 07, 2010

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

OMB APPROVAL

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response...

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement KEITHLEY INSTRUMENTS INC [KEI] À DANAHER CORP/DE/ (Month/Day/Year) 09/29/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2099 PENNSYLVANIA (Check all applicable) AVENUE, Â 12TH FLOOR X__ 10% Owner 6. Individual or Joint/Group (Street) Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person WASHINGTON, DCÂ 20006 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form: Direct (D)

or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I)	

(Instr. 5)

Class B Common Shares (1) \hat{A} (1) \hat{A} (1) \hat{A} (1) Common Shares 0 (1) I See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DANAHER CORP /DE/ 2099 PENNSYLVANIA AVENUE 12TH FLOOR WASHINGTON, DC 20006	Â	ÂX	Â	Â		
Aegean Acquisition Corp. 2099 PENNSYLVANIA AVENUE 12TH FLOOR WASHINGTON, DC 20006	Â	ÂX	Â	Â		

Signatures

/s/ James F. O'Reilly, Associate General Counsel and Secretary, Danaher Corporation /s/ James F. O'Reilly, Vice President and Secretary, Aegean Acquisition Corp.

10/06/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

This Form 3 is being filed as a result of that certain Voting Agreement, dated as of September 29, 2010, by and among Danaher Corporation ("Parent"), Aegean Acquisition Corp. ("Merger Sub") and Keithley Investment Co. Limited Partnership ("Partnership"), covering such number of the Partnership's Class B common shares representing 19.99% of the voting power of the Issuer. The Voting

(1) Agreement was entered into in connection with the proposed acquisition of the Issuer by Parent and Merger Sub. For additional information regarding the Voting Agreement and the acquisition of the Issuer, see Schedule 13D filed by Parent and Merger Sub with the Securities and Exchange Commission on October 7, 2010. Parent and Merger Sub expressly disclaim any beneficial ownership of the Issuer's common shares and Class B common shares.



Remarks:

Exhibit 99 - Joint Filer Information

Name: Aegean Acquisition Corp.

Address: 2099 Pennsylvania Avenue, 12th Floor

Washington, Â DCÂ 20006

Designated Filer: Danaher Corporation

Issuer & Ticker Symbol: Keithley Instruments, Inc. (NYSE:Â KEI)

Date of Event Requiring Statement: September 29, 2010

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.

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