

KEITHLEY INSTRUMENTS INC

Form 10-Q/A

March 10, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form 10-Q/A**  
**Amendment No. 1**

(Mark One)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the quarterly period ended December 31, 2005**

**OR**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**Commission File Number 1-9965**  
**KEITHLEY INSTRUMENTS, INC.**  
(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction of incorporation or  
organization)

**34-0794417**  
(I.R.S. Employer Identification No.)

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

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

**YES  NO**

Indicate by check whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

**Large accelerated filer  Accelerated filer  Non-accelerated filer**

Indicate by check whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act).

**YES  NO**

As of February 1, 2006 there were outstanding 14,338,176 Common Shares, without par value and 2,150,502 Class B Common Shares, without par value.

**Explanatory Note**

This Amendment No. 1 to our quarter Report on Form 10-Q/A amends our certifications filed as Exhibits 31(a) and 31(b) by Joseph P. Keithley and Mark J. Plush pursuant to Rule 13a-14(a)-15d-14(a) for the quarterly period ended December 31, 2005, originally filed on February 9, 2006 (the Original Filing ). We are filing this Amendment No. 1 to include the language underlined in the text below, which was inadvertently omitted from the Original Filing:

The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

This Amendment No. 1 does not affect any other information contained in the Original Filing.

Item 6. Exhibits.

(a) Exhibits. The following exhibits are filed herewith:

Exhibit

Number Exhibit

31(a) Certification of Joseph P. Keithley pursuant to Rule 13a-14(a)-15d-14(a).

31(b) Certification of Mark J. Plush pursuant to Rule 13a-14(a)-15d-14(a).

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 thereunto duly authorized.

KEITHLEY INSTRUMENTS, INC.  
(Registrant)

Date: March 10, 2006

/s/ Joseph P. Keithley  
Joseph P. Keithley  
Chairman, President and Chief Executive  
Officer  
(Principal Executive Officer)

Date: March 10, 2006

/s/ Mark J. Plush  
Mark J. Plush  
Vice President and Chief Financial Officer  
(Principal Financial and Accounting  
Officer)

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