

KEITHLEY INSTRUMENTS INC
 Form 3
 October 07, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Person *

Â DANAHER CORP /DE/

(Last) (First) (Middle)

2099 PENNSYLVANIA AVENUE, Â 12TH FLOOR

(Street)

WASHINGTON, Â DC Â 20006

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/29/2010

3. Issuer Name and Ticker or Trading Symbol

KEITHLEY INSTRUMENTS INC [KEI]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

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

3. 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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

Class B Common Shares (1) ^ (1) ^ (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	<u>^</u>	<u>^</u> X	<u>^</u>	<u>^</u>
Aegean Acquisition Corp. 2099 PENNSYLVANIA AVENUE 12TH FLOOR WASHINGTON, DC 20006	<u>^</u>	<u>^</u> X	<u>^</u>	<u>^</u>

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 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 99A - Joint Filer Information

Name: Aegean Acquisition Corp.

Address: 2099 Pennsylvania Avenue, 12th Floor
Washington, DC 20006

Designated Filer: Danaher Corporation

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