

Miller William John
 Form 3
 August 02, 2010

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

OMB APPROVAL

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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 Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Miller William John | | (Month/Day/Year) | VEECO INSTRUMENTS INC [VECO] | |
| (Last) | (First) | (Middle) | 07/22/2010 | |
| VEECO INSTRUMENTS INC., Â TERMINAL DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PLAINVIEW, Â NY Â 11803 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP Compound Semi | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) |
|---------------------------------|---|--|---|
| Common Stock | 25,139 ⁽¹⁾ | D | Â |

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock option granted 12/1/03 | 04/12/2005 ⁽³⁾ | 11/30/2010 | Common stock | 2,500 | \$ 29.5 | D | Â |
| Stock option granted 6/8/07 | Â ⁽²⁾ | 06/07/2014 | Common stock | 1,000 | \$ 18.11 | D | Â |
| Stock option granted 11/9/07 | Â ⁽²⁾ | 11/08/2014 | Common stock | 3,334 | \$ 16.37 | D | Â |
| Stock option granted 6/12/08 | Â ⁽²⁾ | 06/11/2015 | Common stock | 11,667 | \$ 17.48 | D | Â |
| Stock option granted 5/18/09 | Â ⁽²⁾ | 05/17/2016 | Common stock | 20,000 | \$ 8.82 | D | Â |
| Stock option granted 6/29/09 | Â ⁽²⁾ | 06/28/2016 | Common stock | 13,334 | \$ 12.36 | D | Â |
| Stock option granted 6/11/10 | Â ⁽²⁾ | 06/10/2020 | Common stock | 41,000 | \$ 34.13 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller William John VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803 | Â | Â | Â EVP Compound Semi | Â |

Signatures

Gregory A. Robbins,
Attorney-in-fact

08/02/2010

**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).

The Amount of Securities Beneficially Owned consists of the following: 2,971 shares owned without restriction; 3,334 shares of restricted stock granted 11/9/07, half of which vests on the 3rd and 4th anniversaries of the date of grant; 4,500 shares of restricted stock granted 6/12/08, which vest on 6/12/13; 7,334 shares of restricted stock granted 5/18/09, half of which vests on the 2nd and 3rd anniversaries of the date of grant; and 7,000 shares of a restricted stock granted 6/11/10, one-third of which vests on the 2nd, 3rd and 4th anniversaries of the date of grant.

(2) The option becomes exercisable in 33 1/3% increments on the first, second and third anniversaries of the date grant.

This option was originally set to vest in 33 1/3% increments on the first, second and third anniversaries of the date of grant. On 4/12/05, the Compensation Committee of Veeco's Board of Directors approved the acceleration of vesting of unvested stock options granted prior to 9/1/04 having an exercise price greater than \$15.26, the closing price of Veeco's common stock on the last trading day before the Committee approved the acceleration. As a result, all of these options become exercisable on 4/12/05.

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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