

KIERNAN JOHN P  
Form 4  
June 13, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
KIERNAN JOHN P

2. Issuer Name and Ticker or Trading Symbol  
VEECO INSTRUMENTS INC  
[VECO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
06/09/2011

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP Finance & Corp. Controller

VEECO INSTRUMENTS INC., TERMINAL DRIVE  
(Street)

4. 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

PLAINVIEW, NY 11803

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	06/09/2011		A		3,500 (1)	A	\$ 0 18,138 D
Common Stock	06/13/2011		M		8,334	A	\$ 17.48 26,472 D
Common Stock	06/13/2011		S		8,334	D	\$ 52.8044 (5) 18,138 D
Common Stock	06/13/2011		M		5,866	A	\$ 34.13 24,004 D
	06/13/2011		S		5,866	D	18,138 D

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Common Stock \$ 52.6659  
(6)

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

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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 51.7	06/09/2011		A	7,000	<u>(2)</u> 06/08/2021	common stock	7,000
Stock Option (right to purchase)	\$ 17.48	06/13/2011		M	8,334	<u>(3)</u> 06/11/2015	common stock	8,334
Stock Option (right to purchase)	\$ 34.13	06/13/2011		M	5,866	<u>(4)</u> 06/10/2020	common stock	5,866

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIERNAN JOHN P VEECO INSTRUMENTS INC., TERMINAL DRIVE PLAINVIEW, NY 11803			SVP Finance & Corp. Controller	

## Signatures

Gregory A. Robbins,  
Attorney-in-fact

06/13/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) These shares were acquired pursuant to a restricted stock award under the Veeco Instruments Inc. 2010 Stock Incentive Plan and are subject to certain restrictions. Vesting of these shares is conditioned on the achievement of certain performance criteria. If the designated performance criteria is met, then the restrictions will lapse with respect to one third of such shares on each of the second, third and fourth anniversaries of the grant date.

(2) The option will become exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.

(3) The option was granted on June 12, 2008 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.

(4) The option was granted on June 11, 2010 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.

(5) Represents weighted average sale price. Actual sale prices ranged from \$52.47 to \$53.26 per share. The reporting person undertakes to provide, upon the request of the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) Represents weighted average sale price. Actual sale prices ranged from \$52.47 to \$52.98 per share. The reporting person undertakes to provide, upon the request of the SEC staff, the issuer, or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

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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