

KIERNAN JOHN P

Form 4

June 13, 2011

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

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

OMB APPROVAL

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(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)

VEECO INSTRUMENTS
INC., TERMINAL DRIVE

(Street)

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

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

PLAINVIEW, NY 11803

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/09/2011		A	V Amount (1) 3,500	(A) or (D) \$ 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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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Purchase)	\$ 51.7	06/09/2011		A	7,000	(2) 06/08/2021	common stock 7,000
Stock Option (right to purchase)	\$ 17.48	06/13/2011		M	8,334	(3) 06/11/2015	common stock 8,334
Stock Option (right to purchase)	\$ 34.13	06/13/2011		M	5,866	(4) 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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