Munch Mark Robert Form 4 July 07, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Munch Mark Robert

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

VEECO INSTRUMENTS INC

(Check all applicable)

[VECO]

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

below)

EVP, M&I

VEECO INSTRUMENTS

(Month/Day/Year)

07/02/2010

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

INC., TERMINAL DRIVE (Street)

(First)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

PLAINVIEW, NY 11803

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securionor Dispo (Instr. 3,	sed of 4 and (A) or		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	07/02/2010		M	4,167	A	\$ 12.36	43,500	D	
Common Stock	07/02/2010		S	2,857 (1)	D	\$ 34.1805 (2)	40,643	D	
Common Stock	07/02/2010		S	1,310 (1)	D	\$ 35.0517 (3)	39,333	D	

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

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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number on 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)	\$ 12.36	07/02/2010		M	4,167	<u>(4)</u>	06/28/2016	common stock	4,167

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

EVP, M&I

Munch Mark Robert

VEECO INSTRUMENTS INC.

TERMINAL DRIVE

PLAINVIEW, NY 11803

Signatures

Gregory A. Robbins, Attorney-in-fact 07/07/2010

**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) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.
- Reflects weighted average sale price. Actual sale prices ranged from \$33.68 to \$34.59 per share. The reporting person undertakes to

 (2) 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.

(3)

Reporting Owners 2

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Reflects weighted average sale price. Actual sale prices ranged from \$34.90 to \$35.26 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.

(4) The option was granted on June 29, 2009 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.

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.