#### **VEECO INSTRUMENTS INC**

Form 4

December 16, 2016

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### 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

PEELER JOHN R

(Last) (First) (Middle)

VEECO INSTRUMENTS

INC., TERMINAL DRIVE

(Street)

(State)

PLAINVIEW, NY 11803

2. Issuer Name and Ticker or Trading

Symbol

VEECO INSTRUMENTS INC [VECO]

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

06/14/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

Following Reported

Transaction(s)

Owned

Beneficially

Issuer

below)

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(City)

(Zip)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

or (Instr. 3 and 4) Code V Amount (D) Price

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

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number.

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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

Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount of 8. Pr Underlying Securities

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman & CEO

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

SEC 1474

(9-02)

Indirect

(D) or Indirect Beneficial

Estimated average

burden hours per

1

#### Edgar Filing: VEECO INSTRUMENTS INC - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	8)	Securities (Month/Day/Y Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and 4)		Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	12/14/2016		A		6,123 (1)		<u>(1)</u>	<u>(1)</u>	Common Stock	6,123	\$
Restricted Stock Unit	\$ 0	12/14/2016		A		5,883 (2)		(2)	(2)	Common Stock	5,883	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·r·	Director	10% Owner	Officer	Other			
PEELER JOHN R VEECO INSTRUMENTS INC.	X		Chairman				
TERMINAL DRIVE	71		& CEO				
PLAINVIEW, NY 11803							

# **Signatures**

Gregory A. Robbins, Attorney-in-fact

\*\*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).

Reflects performance-based restricted stock units (PRSUs) granted under the Veeco 2010 Stock Incentive Plan. Each PRSU represents the contingent right to receive one share of Veeco common stock, assuming achievement of the performance criteria by the date corresponding to 100% performance achievement (the "target date"), as specified in the award agreement. If the criteria are achieved prior to the target date, then up to 150% of the shares covered by the award may be earned. If the criteria are achieved after the target date, but

- still within the designated period, then fewer than 100% of the shares may be earned. If the criteria are not achieved by the specified deadline, then the award will be forfeited. Vested shares will be delivered to the reporting person on the date(s) provided in the award agreement, subject to the reporting person's continued service over the later of: (i) three years from the grant date or, (ii) the date on which the target is achieved.
- Reflects restricted stock units (RSUs) granted under the Veeco 2010 Stock Incentive Plan. Each RSU represents the right to receive one share of Veeco common stock, subject to certain restrictions. These restrictions will lapse with respect to 1/4 of such shares on each of the first, second, third and fourth anniversaries of the date of grant, subject to the reporting person's continued service through such date.

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.

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