

PEELER JOHN R

Form 4

March 25, 2010

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 *
PEELER JOHN R

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/23/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify below)
CEO

(Street)
PLAINVIEW, NY 11803

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

(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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/23/2010		M		50,000	A	\$ 20.74	228,825	D
Common Stock	03/23/2010		S		50,000 (1)	D	\$ 42.1068 (2)	178,825	D
Common Stock	03/25/2010		M		25,000	A	\$ 20.74	203,825	D
Common Stock	03/25/2010		S		25,000 (1)	D	\$ 43.95	178,825	D

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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)	\$ 20.74	03/23/2010		M	50,000	<u>(3)</u> 06/30/2014	Common Stock 50,000
Stock Option (right to purchase)	\$ 20.74	03/25/2010		M	25,000	<u>(3)</u> 06/30/2014	Common Stock 25,000

Reporting Owners

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

Signatures

Gregory A. Robbins,
Attorney-in-fact

03/25/2010

__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.

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- Reflects weighted average sale price. Actual sale prices ranged from \$41.95 to \$42.29 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) The option was granted on July 1, 2007 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.

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