BRAUN EDWARD H

Form 4

January 29, 2010

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRAUN EDWARD H**

2. Issuer Name and Ticker or Trading

Issuer

Symbol

VEECO INSTRUMENTS INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[VECO]

01/27/2010

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

_X__ Director Officer (give title

10% Owner Other (specify

VEECO INSTRUMENTS INC.,, TERMINAL DRIVE

> (Street) 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

PLAINVIEW, NY 11803

(City)	(State)	(Zip) Tal	-Derivative	red, 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)	Code (Instr. 8)	orDisposed of (Instr. 3, 4	f (D) and 5) (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	01/27/2010		Code V M	Amount 100,000	(D)	Price \$ 16.56	100,000	D	
Common Stock	01/27/2010		M	57,500	A	\$ 21.36	157,500	D	
Common Stock	01/28/2010		M	131,115	A	\$ 21.36	131,115	D	
Common Stock	01/29/2010		M	11,385	A	\$ 21.36	11,385	D	
Common Stock	01/29/2010		M	800	A	\$ 18.97	12,185	D	

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Common Stock	01/27/2010	S	153,796 (1)	D	\$ 34.0415 (2)	3,704	D
Common Stock	01/29/2010	S	12,185 (1)	D	\$ 33.6905 (9)	0	D
Common Stock	01/28/2010	S	3,503 (1)	D	\$ 33.7533 <u>(7)</u>	127,612	D
Common Stock	01/28/2010	S	127,612 (1)	D	\$ 33.0535 <u>(6)</u>	0	D
Common Stock	01/27/2010	S	3,704 (1)	D	\$ 34.6738 (5)	0	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. Transacti Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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 of Number of Shares
Stock Option (right to purchase)	\$ 16.56	01/27/2010		M		100,000	(3)	06/16/2012	Common Stock	100,000
Stock Option (right to purchase)	\$ 21.36	01/27/2010		M		57,500	<u>(4)</u>	07/27/2011	Common Stock	57,500
Stock Option (right to purchase)	\$ 21.36	01/28/2010		M		131,115	<u>(4)</u>	07/27/2011	Common Stock	131,115

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Stock Option (right to purchase)	\$ 21.36	01/29/2010	M	11,385	<u>(4)</u>	07/27/2011	Common Stock	11,385
Stock Option (right to	\$ 18.97	01/29/2010	M	800	(8)	04/26/2014	Common Stock	800

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
BRAUN EDWARD H VEECO INSTRUMENTS INC., TERMINAL DRIVE PLAINVIEW, NY 11803	X							

Signatures

Gregory A. Robbins, Attorney-in-fact 01/29/2010

**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 price ranged from \$33.61 to \$34.60 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 June 17, 2005 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 July 28, 2004 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.
- Reflects weighted average sale price. Actual sale price ranged from \$34.61 to \$34.75 per share. The reporting person undertakes to

 (5) 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.
- Reflects weighted average sale price. Actual sale price ranged from \$32.51 to \$33.50 per share. The reporting person undertakes to

 (6) 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.
- Reflects weighted average sale price. Actual sale price ranged from \$33.52 to \$34.11 per share. The reporting person undertakes to

 (7) 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.
- (8) The option was granted on April 27, 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.
- Reflects weighted average sale price. Actual sale price ranged from \$33.24 to \$34.03 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.

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