

Maheshwari Shubham
Form 4
March 16, 2018

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maheshwari Shubham

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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2018

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP & CFO

C/O 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
Person

PLAINVIEW, NY 11803

(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 Ownership (Instr. 4)
Common Stock	03/14/2018		A	(1) 14,886	A \$ 0 87,772.7725	D	

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

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information contained in this form are not
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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)

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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)	8. I
				Code	V	(A)	(D)	
Restricted Stock Unit	\$ 0	03/14/2018		A		15,493 (2)	(2)	(2)
							Common Stock	15,493 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maheshwari Shubham C/O VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP & CFO	

Signatures

Gregory A. Robbins,
Attorney-in-fact

03/16/2018

__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).

These shares were acquired pursuant to a restricted stock award under the Veeco Instruments Inc. 2010 Stock Incentive Plan (the "Plan") and are subject to certain restrictions. Subject to the reporting person's continued service, these restrictions will lapse: i) 20% on the date which is twelve months from the date of grant, ii) 20% on the date which is eighteen months from the date of grant, iii) 20% on the date which is thirty months from the date of grant, iv) 20% on the date which is forty-two months from the date of grant, and v) 20% on the date which is forty-eight months from the date of grant.

(1) Reflects performance-based restricted stock units ("PRSU") granted under the Plan. Subject to the reporting person's continued service and the achievement of three-year performance criteria (the "Criteria") specified in the award agreement, each PRSU represents the contingent right to receive one share of Veeco common stock. Awards can range from 25% to 150% of the reported PRSUs based on achievement of the Criteria. If the Criteria are not achieved, the award will be forfeited. Subject to having been earned, vested shares will be delivered to the reporting person on the date specified in the award agreement, but in no case earlier than the third anniversary of the grant date.

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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