Miller William John Form 4 March 16, 2018

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Miller William John

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VEECO INSTRUMENTS INC

(Check all applicable)

[VECO]

(First) (Last) (Middle) 3. Date of Earliest Transaction

4. If Amendment, Date Original

3.

X_ Officer (give title below)

10% Owner Other (specify

(Month/Day/Year) 03/14/2018

below) President

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Filed(Month/Day/Year)

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

D

PLAINVIEW, NY 11803

VEECO INSTRUMENTS

INC., TERMINAL DRIVE

(City) (State) (Zip)

(Street)

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Price Amount (D)

Common 03/14/2018 A Stock

21.832 \$0 A 119,374 (1)

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	03/14/2018		A	22,724 (2)	(2)	(2)	Common Stock	22,724 (2)	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Miller William John							
VEECO INSTRUMENTS INC.							
TERMINAL DRIVE			President				
PLAINVIEW, NY 11803							

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

- (1) 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.
 - 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. 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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