

Collingwood Peter
Form 4
May 20, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Collingwood Peter

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)
05/18/2011

____ Director
 Officer (give title below) _____ Other (specify below)
SVP WW Sales & Field Service

VEECO INSTRUMENTS
INC., TERMINAL DRIVE

(Street)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/18/2011		M		3,667	D	
Common Stock	05/18/2011		F		1,276 (2)	D	
Common Stock	05/18/2011		M		6,666	D	
Common Stock	05/18/2011		S		3,800	D	
					\$ 52.4733 (4)		
	05/18/2011		S		2,866	D	

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Common Stock						\$ 52,973	
						<u>(5)</u>	
Common Stock	05/19/2011		S	2,391	D	\$ 55,4064 0	D
						<u>(6)</u>	

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 (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. Amount or Number of Shares
Restricted Stock Unit	\$ 0 ⁽¹⁾	05/18/2011		M	3,667	<u>(3)</u> <u>(1)</u>	common stock	3,667
Stock Option (right to purchase)	\$ 8.82	05/18/2011		M	6,666	<u>(7)</u> 05/17/2016	common stock	6,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Collingwood Peter VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			SVP WW Sales & Field Service	

Signatures

Gregory A. Robbins,
Attorney-in-fact

05/20/2011

__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) Each restricted stock unit represents a contingent right to receive, at settlement, one share of Veeco common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (2) Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock units.
- (3) This restricted stock unit award was granted on May 18, 2009 and vests with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant. Vested shares will be delivered to the reporting person on the vesting date.
Reflects weighted average sale price. Actual sale prices ranged from \$51.83 to \$52.81 per share. The reporting person undertakes to
(4) 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 prices ranged from \$52.85 to \$53.1005 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 prices ranged from \$55.36 to \$55.46 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.
- (7) The option was granted on May 18, 2009 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. 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.