

Collingwood Peter  
Form 4  
November 18, 2010

**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)  
11/12/2010

\_\_\_ Director \_\_\_ 10% Owner  
 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)			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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/12/2010		M			6,667	A	\$ 12.38	12,314	D	
Common Stock	11/12/2010		M			6,666	A	\$ 8.82	18,980	D	
Common Stock	11/12/2010		M			3,333	A	\$ 12.02	22,313	D	
Common Stock	11/12/2010		M			6,666	A	\$ 12.36	28,979	D	
Common Stock	11/12/2010		S			15,238	D	\$ 42.5403	13,741	D	

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					(2)		
Common	11/12/2010			13,741	\$		
Stock			S	<u>(1)</u>	D	43.3734	0
						<u>(3)</u>	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. 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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (right to purchase)	\$ 12.38	11/12/2010		M	6,667	<u>(4)</u> 10/05/2015	common stock	6,667
Stock Option (right to purchase)	\$ 8.82	11/12/2010		M	6,666	<u>(5)</u> 05/17/2016	common stock	6,666
Stock Option (right to purchase)	\$ 12.02	11/12/2010		M	3,333	<u>(6)</u> 06/17/2016	common stock	3,333
Stock Option (right to purchase)	\$ 12.36	11/12/2010		M	6,666	<u>(7)</u> 06/28/2016	common stock	6,666

## Reporting Owners

Reporting Owner Name / Address

Relationships

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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

11/16/2010

\_\_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 prices ranged from \$42.14 to \$43.13 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.  
Reflects weighted average sale price. Actual sale prices ranged from \$43.15 to \$43.65 per share. The reporting person undertakes to
- (3) 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.
- (4) The option was granted on October 6, 2008 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.
- (5) 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.
- (6) The option was granted on June 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.
- (7) The option was granted on June 29, 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.