KIERNAN JOHN P

Form 4

February 17, 2010

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

See Instruction

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

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person **
KIERNAN JOHN P

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

VEECO INSTRUMENTS INC [VECO]

(Check all applicable)

(Last) (First) (Middle) 3.

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

02/12/2010

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify below)

SVP Finance & Corp. Controller

VEECO INSTRUMENTS INC.,, TERMINAL DRIVE

(Street)

4. If Amendment, Date Original

Amendment, Date Original
6. Individual or Joint/Group Filing(Check
(Month/Day/Year)
Applicable Line)

Filed(Month/Day/Year)

_X_Form filed by One Reporting Person ___Form filed by More than One Reporting

PLAINVIEW, NY 11803

Po

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactic Code (Instr. 8)	nor Dispose	Securities Acquired (A) Disposed of (D) nstr. 3, 4 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	02/12/2010		M	5,000	A	\$ 21.36	23,546	D	
Common Stock	02/12/2010		S	5,000 (1)	D	\$ 36	18,546	D	
Common Stock	02/12/2010		M	15,000	A	\$ 21.36	33,546	D	
Common Stock	02/12/2010		M	833	A	\$ 18.11	34,379	D	
Common Stock	02/12/2010		M	7,500	A	\$ 16.56	41,879	D	

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Common Stock	02/12/2010	M	2,500	A	\$ 23.61	44,379	D
Common Stock	02/12/2010	S	25,833	D	\$ 34.9864 (3)	18,546	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)	Code	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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	\$ 21.36	02/12/2010		M	5,000	<u>(2)</u>	07/27/2011	Common Stock	5,000
Stock Option (right to purchase)	\$ 21.36	02/12/2010		M	15,000	(2)	07/27/2011	Common Stock	15,000
Stock Option (right to purchase)	\$ 18.11	02/12/2010		M	833	<u>(4)</u>	06/07/2014	Common Stock	833
Stock Option (right to purchase)	\$ 16.56	02/12/2010		M	7,500	<u>(5)</u>	06/16/2012	Common Stock	7,500
Stock Option (right to purchase)	\$ 23.61	02/12/2010		M	2,500	<u>(6)</u>	06/08/2013	Common Stock	2,500

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIERNAN JOHN P VEECO INSTRUMENTS INC., TERMINAL DRIVE PLAINVIEW, NY 11803

SVP Finance & Corp. Controller

Signatures

Gregory A. Robbins, Attorney-in-fact 02/17/2010

**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.
- (2) 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 prices ranged from \$34.90 to \$35.09 per share. The reporting person undertakes to (3) provide, upon request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares at each separate price.
- (4) The option was granted on June 8, 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.
- (5) 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.
- (6) The option was granted on June 9, 2006 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.

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