SIMONE PETER J

Form 4 May 20, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SIMONE PETER J

2. Issuer Name and Ticker or Trading

Symbol

VEECO INSTRUMENTS INC

[VECO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

(Month/Day/Year) 05/20/2011

X_ Director Officer (give title below)

10% Owner Other (specify

VEECO INSTRUMENTS INC., TERMINAL DRIVE

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

(Middle)

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

D

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

Issuer

PLAINVIEW, NY 11803

(City) (State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

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

5. Amount of Securities Beneficially (D) or Owned Following

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

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

Code V Amount Price (D)

1.814 \$0 A (1)

9,549

Stock

Common

1. Title of

Security

(Instr. 3)

05/20/2011

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

required to respond unless the form displays a currently valid OMB control

number.

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	ative		Securities	(Instr. 5)	Bene	
	Derivative				Securities		(Instr. 3 and 4)		Own		
	Security				Acquired					Follo	
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date	or Title Numb			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
SIMONE PETER J VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803	X						

Signatures

Gregory A. Robbins, 05/20/2011 Attorney-in-fact

**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 awarded as restricted stock pursuant to the Veeco Instruments Inc. 2010 Stock Incentive Plan in consideration of services as a director. These shares are subject to certain restrictions which shall lapse on the earlier to occur of: (i) the date immediately preceding the date of the Company's 2012 Annual Meeting of Stockholders and (ii) the first anniversary of the award 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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