Miller William John Form 4 June 13, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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Check this box

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

Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

VEECO INSTRUMENTS INC [VECO]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(Last)

(First) (Middle)

(Month/Day/Year) Execution Date, if

3. Date of Earliest Transaction

Director X_ Officer (give title

10% Owner Other (specify

VEECO INSTRUMENTS

INC., TERMINAL DRIVE

EVP LED & Solar

4. If Amendment, Date Original

(Month/Day/Year)

06/09/2011

6. Individual or Joint/Group Filing(Check Applicable Line)

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

(Street)

Filed(Month/Day/Year)

(Month/Day/Year)

PLAINVIEW, NY 11803

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

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

or (Instr. 3 and 4)

Code V Amount Price (D)

Common 06/09/2011 Stock

6,800 \$0 A (1)

26,972 D

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

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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)	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)	\$ 51.7	06/09/2011		A	12,900	(2)	06/08/2021	common stock	12,900

Reporting Owners

Reporting Owner Name / Address	Relationships					
F	Director	10% Owner	Officer	Other		
Miller William John			EVD			
VEECO INSTRUMENTS INC.			EVP			
TERMINAL DRIVE			LED &			
PLAINVIEW, NY 11803			Solar			

Signatures

Gregory A. Robbins, Attorney-in-fact 06/13/2011

**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).
- These shares were acquired pursuant to a restricted stock award under the Veeco Instruments Inc. 2010 Stock Incentive Plan and are subject to certain restrictions. Vesting of these shares is conditioned on the achievement of certain performance criteria. If the designated performance criteria is met, then the restrictions will lapse with respect to one third of such shares on each of the second, third and fourth anniversaries of the grant date.
- (2) The option will become 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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