PEELER JOHN R

Form 4 August 04, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

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10% Owner

Other (specify

Check this box if no longer subject to Section 16. 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person *

(First)

(State)

(Middle)

(Zip)

PEELER JOHN R

(Last)

(City)

2. Issuer Name and Ticker or Trading

Symbol

VEECO INSTRUMENTS INC

[VECO]

3. Date of Earliest Transaction

(Month/Day/Year) 08/02/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

below)

VEECO INSTRUMENTS INC., TERMINAL DRIVE

> (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

CEO 6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

X_ Officer (give title

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

below)

PLAINVIEW, NY 11803

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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)		(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	08/02/2011		A	3,500 (1)	A	\$ 0	142,499	D	
Common Stock	08/02/2011		F	1,723 (2)	D	\$ 39.05	140,776	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)

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 on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date decurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secur (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0 <u>(1)</u>	08/02/2011		M	3,500	<u>(1)</u>	<u>(1)</u>	common	3,500	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
PEELER JOHN R VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803	X		CEO			

Signatures

Gregory A. Robbins, Attorney-in-fact 08/04/2011

**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) These shares were acquired pursuant to a restricted stock unit award granted on June 11, 2010 under the Veeco Instruments Inc. 2010

 Stock Incentive Plan. Vesting of these shares was conditioned on the achievement of certain performance criteria. This criteria was met and, as a result, the restrictions on one-third of these awards lapsed on August 2, 2011 (the "Initial Vesting Date"). The restrictions on an additional one-third of these shares shall lapse on each of the first and second anniversaries of the Initial Vesting Date.
- (2) Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock units.

 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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Reporting Owners 2