

Oates Robert P  
 Form 4  
 July 06, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Oates Robert P

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)  
 07/01/2010

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP Data Storage

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) (Instr. 3, 4 and 5)	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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	07/01/2010		M	35,000	A \$ 17.48	73,263	D
Common Stock	07/01/2010		M	596	A \$ 8.82	73,859	D
Common Stock	07/01/2010		S	35,596 (1)	D \$ 35	38,263	D
Common Stock	07/02/2010		M	5,904	A \$ 8.82	44,167	D
Common Stock	07/02/2010		M	6,500	A \$ 12.36	50,667	D

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Cmmmon Stock	07/02/2010	M	5,000	A	\$ 18.11	55,667	D
Common Stock	07/02/2010	S	<u>17,404</u> (1)	D	\$ 35	38,263	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	Amount or Number of Shares
Stock Option (right to purchase)	\$ 17.48	07/01/2010		M	35,000	(2)	06/11/2015	common stock	35,000
Stock Option (right to purchase)	\$ 8.82	07/01/2010		M	596	(3)	05/17/2016	common stock	596
Stock Option (right to purchase)	\$ 8.82	07/02/2010		M	5,904	(3)	05/17/2016	common stock	5,904
Stock Option (right to purchase)	\$ 12.36	07/02/2010		M	6,500	(4)	06/28/2016	common stock	6,500
Stock Option (right to purchase)	\$ 18.11	07/02/2010		M	5,000	(5)	06/07/2014	common stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oates Robert P VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP Data Storage	

## Signatures

Gregory A. Robbins, Attorney-in-fact	07/06/2010
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 June 12, 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.
  - (3) 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.
  - (4) 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.
  - (5) 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.

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.