

VEECO INSTRUMENTS INC
Form 4
July 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
KANIA DON R

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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
President and COO

VEECO INSTRUMENTS INC., 100
SUNNYSIDE BOULEVARD,
SUITE B

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

WOODBURY, NY 11797

(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 Ownership (Instr. 4) | |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$.01 per share | 07/27/2006 | | M | 10,396 | A | \$ 21.68 | 30,834 | D |
| Common Stock, par value \$.01 per share | 07/27/2006 | | S | 10,396 | D | \$ 22.44 <u>(1)</u> | 20,438 | D |
| Common Stoc, par | 07/28/2006 | | M | 15,729 | A | \$ 21.36 | 36,167 | D |

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value \$.01
per share

Common
Stock, par
value \$.01
per share

07/28/2006 S 15,729 D \$ 22 20,438 D

Common
Stock, par
value \$.01
per share

07/28/2006 M 59,604 A \$ 21.68 80,042 D

Common
Stock, par
value \$.01
per share

07/28/2006 S 59,604 D \$ 22.12 (2) 20,438 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Purchase) | \$ 21.68 | 07/27/2006 | | M | 10,396 | (3) 06/24/2009 | Common Stock | 10,396 | |
| Employee Stock Option (Right to Purchase) | \$ 21.36 | 07/28/2006 | | M | 15,729 | (4) 07/27/2011 | Common Stock | 15,729 | |
| Employee Stock Option | \$ 21.68 | 07/28/2006 | | M | 59,604 | (3) 06/24/2009 | Common Stock | 59,604 | |

