

SIMONE PETER J  
Form 4  
February 23, 2010

**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 \*  
SIMONE PETER J

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)  
02/22/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 |   | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|---------------------|---|---|-----|---|--|-----------------------------------|
|                                 |                                      |  | Code                | V | Amount  | (D) |   |  |                                   |
| Common Stock                    | 02/18/2010                           |  | G                   | V | 500   | D   | \$ 0  | 15,003   | D                                 |
| Common Stock                    | 02/22/2010                           |  | M                   |   | 10,000  | A   | \$ 20.67  | 25,003   | D                                 |
| Common Stock                    | 02/22/2010                           |  | M                   |   | 10,000  | A   | \$ 15.08  | 35,003   | D                                 |
| Common Stock                    | 02/22/2010                           |  | S                   |   | 20,000  | D   | \$ 37.9704  | 15,003   | D                                 |
|                                 |                                      |  |                     |   |   |     | <u>(1)</u>  |  |                                   |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (right to purchase)           | \$ 20.67   | 02/22/2010                           |  | M                              | 10,000  | 07/22/2004 07/21/2011                                    | Common Stock 10,000   |
| Stock Option (right to purchase)           | \$ 15.08   | 02/22/2010                           |  | M                              | 10,000  | 05/25/2005 05/24/2012                                    | Common Stock 10,000   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SIMONE PETER J<br>VEECO INSTRUMENTS INC.<br>TERMINAL DRIVE<br>PLAINVIEW, NY 11803 | X             |           |         |       |

## Signatures

Gregory A. Robbins,  
Attorney-in-fact

02/23/2010

\*\*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) Reflects weighted average sale price. Actual sale prices ranged from \$37.8900 to \$38.0798 per share. The reporting person undertakes to provide, upon request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares at

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each separate price.

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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