

VEECO INSTRUMENTS INC
 Form 4
 April 30, 2008

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 *
BRAUN EDWARD H

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)
04/28/2008

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 (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)
			Code	V	Amount or Price		
Common Stock	04/28/2008		F		19,717 <u>(1)</u>	D	\$ 17.49 246,485 D
Common Stock	04/29/2008		S ⁽²⁾		34,705	D	\$ 19 211,780 D
Common Stock	04/29/2008		S ⁽²⁾		7,300	D	\$ 19.01 204,480 D
Common Stock	04/29/2008		S ⁽²⁾		7,599	D	\$ 19.02 196,881 D
Common Stock	04/29/2008		S ⁽²⁾		7,426	D	\$ 19.03 189,455 D

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Common Stock	04/29/2008	S ⁽²⁾	3,600	D	\$ 19.04	185,855	D
Common Stock	04/29/2008	S ⁽²⁾	3,800	D	\$ 19.05	182,055	D
Common Stock	04/29/2008	S ⁽²⁾	1,266	D	\$ 19.06	180,789	D
Common Stock	04/29/2008	S ⁽²⁾	2,452	D	\$ 19.07	178,337	D
Common Stock	04/29/2008	S ⁽²⁾	1,500	D	\$ 19.08	176,837	D
Common Stock	04/29/2008	S ⁽²⁾	100	D	\$ 19.09	176,737	D
Common Stock	04/29/2008	S ⁽²⁾	2,100	D	\$ 19.1	174,637	D
Common Stock	04/29/2008	S ⁽²⁾	900	D	\$ 19.11	173,737	D
Common Stock	04/29/2008	S ⁽²⁾	700	D	\$ 19.12	173,037	D
Common Stock	04/29/2008	S ⁽²⁾	600	D	\$ 19.13	172,437	D
Common Stock	04/29/2008	S ⁽²⁾	187	D	\$ 19.17	172,250	D
Common Stock	04/29/2008	S ⁽²⁾	300	D	\$ 19.18	171,950	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
					Code V (A) (D)	Title			

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAUN EDWARD H VEECO INSTRUMENTS INC., TERMINAL DRIVE PLAINVIEW, NY 11803	X			

Signatures

Gregory A. Robbins, Attorney-in-fact	04/30/2008
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**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) Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock.
- (2) This sale was effected pursuant to a 10b5-1 sales plan adopted by the reporting person.

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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