

PEELER JOHN R

Form 4/A

April 22, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PEELER JOHN 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)
VEECO INSTRUMENTS
INC., TERMINAL DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
06/11/2010

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

(Street)
PLAINVIEW, NY 11803

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/15/2010

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock	06/14/2010		F	(A) or (D) D	Amount 7,704 (1) Price \$ 35.21	163,417	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)**

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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)	\$ 34.13	06/11/2010		A		84,400		<u>(2)</u>	06/10/2020	common stock	84,400
Restricted Stock Unit (3)	\$ 0	06/11/2010		A		10,500		<u>(3)</u>	<u>(3)</u>	common stock	10,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

04/22/2011

__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).

Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock. This transaction
(1) was inadvertently omitted from the original filing. The addition of this transaction and clarification of footnote (3) below are the only changes to this report. The balance of the report is unchanged.

(2) The option will become exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.

(3) Reflects an award of performance restricted stock units granted under the Veeco Instruments Inc. 2010 Stock Incentive Plan. Each performance restricted stock unit represents a contingent right to receive one share of Veeco common stock. Vesting of the award is conditioned on the achievement of certain performance criteria. If the designated performance criteria is met, then one third of these awards will vest on the date on which the performance criteria is determined to have been met and one third will vest on each of the first and second anniversaries of such date. Vested shares will be delivered to the reporting person on the date of vesting. (footnote amended to clarify timing of vesting)

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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