

BRAUN EDWARD H
 Form 4
 February 04, 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 *
 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)
 02/02/2010

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 (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 (D) Price | | | |
| Common Stock | 02/02/2010 | | M | | 49,200 A \$ 18.97 | 49,200 | D | |
| Common Stock | 02/02/2010 | | S | | 49,200 (1) D \$ 34.1151 (2) | 0 | D | |
| Common Stock | 02/03/2010 | | M | | 11,100 A \$ 18.97 | 11,100 | D | |
| Common Stock | 02/03/2010 | | S | | 11,100 (1) D \$ 35.0869 (4) | 0 | D | |

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- Reflects weighted average sale price. Actual sale price ranged from \$34.00 to \$34.38 per share. The reporting person undertakes to
- (2) provide, upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
 - (3) The option was granted on April 27, 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.
- Reflects weighted average sale price. Actual sale price ranged from \$35.00 to \$35.22 per share. The reporting person undertakes to
- (4) provide, upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at 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.

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.