Munch Mark Robert Form 4/A June 08, 2010

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.

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

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Munch Mark Robert

(First)

2. Issuer Name and Ticker or Trading Symbol

VEECO INSTRUMENTS INC

[VECO] 3. Date of Earliest Transaction

(Month/Day/Year)

(Middle)

VEECO INSTRUMENTS 05/21/2010 INC., TERMINAL DRIVE

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) 05/25/2010

OMB

Number:

Expires:

response...

Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

below) below) EVP, M&I

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PLAINVIEW, NY 11803

| (City) | (State) | (Zip) Tab | le I - Non- | Derivativ | e Secu | rities Acqui | red, Disposed of, | or Beneficial | ly Owned |
|--------------------------------------|---|---|--|-------------------------------------|--------|-------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securi or Dispo (Instr. 3, | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 05/21/2010 | | Code V M | Amount 4,167 | (D) | Price \$ 8.82 (1) | (Instr. 3 and 4) 46,260 | D | |
| Common Stock | 05/21/2010 | | S | 1,900 (2) | D | \$ 38.3666 (3) | 44,360 | D | |
| Common Stock | 05/21/2010 | | S | 1,300 (2) | D | \$ 39.415 (4) | 43,060 | D | |
| Common Stock | 05/21/2010 | | S | 967 (2) | D | \$ 40.5241 (5) | 42,093 | D | |

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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)

| 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. Transactic Code (Instr. 8) | | | 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) | \$ 8.82 (1) | 05/21/2010 | | M | | 4,167 | <u>(6)</u> | 05/17/2016(1) | Common Stock | 4,167 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Munch Mark Robert

VEECO INSTRUMENTS INC.

TERMINAL DRIVE EVP, M&I

PLAINVIEW, NY 11803

Signatures

Gregory A. Robbins, Attorney-in-fact 06/08/2010

**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).
- The Form 4, as originally filed, incorrectly reported that the option was granted on February 5, 2008 with an exercise price of \$15.24 and (1) an expiration date of February 4, 2015. The Form 4, as amended by this Form 4/A, correctly reports that the option was granted on May 18, 2009 with an exercise price of \$8.82 and an expiration date of May 17, 2016.
- (2) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.

Reporting Owners 2

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- Reflects weighted average sale price. Actual sale prices ranged from \$37.94 to \$38.85 per share. The reporting person undertakes to (3) 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.
- Reflects weighted average sale price. Actual sale prices ranged from \$38.94 to \$39.77 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.
- Reflects weighted average sale price. Actual sale prices ranged from \$40.04 to \$41.02 per share. The reporting person undertakes to 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.
- (6) The option was granted on May 18, 2009 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.

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.