BRAUN EDWARD H
Form 4
January 29, 2010

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRAUN EDWARD H

(Last) (First) (Middle)

VEECO INSTRUMENTS INC.,, TERMINAL DRIVE

(Street)

PLAINVIEW, NY 11803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VEECO INSTRUMENTS INC [VECO]

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	(A) or (D)	Price			
Common Stock	01/27/2010		M		100,000	A	$ 16.56	100,000	D	
Common Stock	01/27/2010		M		57,500	A	$ 21.36	157,500	D	
Common Stock	01/28/2010		M		131,115	A	$ 21.36	131,115	D	
Common Stock	01/29/2010		M		11,385	A	$ 21.36	11,385	D	
Common Stock	01/29/2010		M		800	A	$ 18.97	12,185	D	

Common Stock	01/27/2010		S	153,796 (1)	D	$ 34.0415 (2)	3,704	D
Common Stock	01/29/2010		S	12,185 (1)	D	$ 33.6905 (9)	0	D
Common Stock	01/28/2010		S	3,503 (1)	D	$ 33.7533 (7)	127,612	D
Common Stock	01/28/2010		S	127,612 (1)	D	$ 33.0535 (6)	0	D
Common Stock	01/27/2010		S	3,704 (1)	D	$ 34.6738 (5)	0	D

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

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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)	$ 16.56	01/27/2010		M			100,000	(3)	06/16/2012	Common Stock	100,000
Stock Option (right to purchase)	$ 21.36	01/27/2010		M			57,500	(4)	07/27/2011	Common Stock	57,500
Stock Option (right to purchase)	$ 21.36	01/28/2010		M			131,115	(4)	07/27/2011	Common Stock	131,115

Stock Option (right to purchase)	$ 21.36	01/29/2010	M	11,385	(4)	07/27/2011	Common Stock	11,385
Stock Option (right to purchase)	$ 18.97	01/29/2010	M	800	(8)	04/26/2014	Common Stock	800

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	01/29/2010
**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) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.

(2) Reflects weighted average sale price. Actual sale price ranged from $33.61 to $34.60 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.

(3) The option was granted on June 17, 2005 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.

(4) The option was granted on July 28, 2004 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.

(5) Reflects weighted average sale price. Actual sale price ranged from $34.61 to $34.75 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) Reflects weighted average sale price. Actual sale price ranged from $32.51 to $33.50 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.

(7) Reflects weighted average sale price. Actual sale price ranged from $33.52 to $34.11 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.

(8) 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.

(9) Reflects weighted average sale price. Actual sale price ranged from $33.24 to $34.03 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.

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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Explanation of Responses: