

VEECO INSTRUMENTS INC
Form 4
January 23, 2014

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 *
Glass David D.

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)
01/21/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP & CFO

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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	01/21/2014		F	(1)	\$ 3,214 35.21	9,654	D
Common Stock	01/22/2014		M		\$ 33,334 32.58	42,988	D
Common Stock	01/22/2014		M		\$ 10,000 33	52,998	D
Common Stock	01/22/2014		M		\$ 15,000 34.13	67,988	D
Common Stock	01/22/2014		S	(2)	\$ 58,334 37.52	9,654	D

(3)

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. Amount or Number of Shares
Stock Option (right to purchase)	\$ 32.58	01/22/2014		M	33,334	<u>(4)</u> 01/17/2017	common stock	33,334
Stock Option (right to purchase)	\$ 33	01/22/2014		M	10,000	<u>(5)</u> 05/24/2022	common stock	10,000
Stock Option (right to purchase)	\$ 34.13	01/22/2014		M	15,000	<u>(6)</u> 06/10/2020	common stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glass David D. VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP & CFO	

Signatures

Gregory A. Robbins,
Attorney-in-fact

01/23/2014

__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) Represents securities sold pursuant to a 105b5-1 sales plan adopted by the reporting person.
Reflects weighted average sale price. Actual sale prices ranged from \$37.50 to \$37.57 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.
 - (4) The option was granted on January 18, 2010 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) The option was granted on May 25, 2012 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.
 - (6) The option was granted on June 11, 2010 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.