

VEECO INSTRUMENTS INC
Form 4
June 13, 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 *
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**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

PLAINVIEW, NY 11803

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 06/12/2014 | | A | 7,070 (1) A \$ 0 | 146,359 | 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) | \$ 32.67 | 06/12/2014 | | A | | 26,180 | | (2) | 06/11/2021 | common stock | 26,180 |
| Restricted Stock Unit (3) | \$ 0 | 06/12/2014 | | A | | 17,670 | | (3) | (3) | common stock | 17,670 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PEELER JOHN R VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803 | X | | Chairman & CEO | |

Signatures

Gregory A. Robbins,
Attorney-in-fact 06/13/2014

__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).
- These shares were acquired pursuant to a restricted stock award under the Veeco Instruments Inc. 2010 Stock Incentive Plan and are
- (1) subject to certain restrictions. These restrictions will lapse with respect to 1/3 of such shares on each of the second, third and fourth anniversaries of the date of grant.
 - (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 restricted stock units granted under the Veeco Instruments Inc. 2010 Stock Incentive Plan. Each restricted stock unit represents a contingent right to receive one share of Veeco common stock. This award will vest if and when certain performance criteria is achieved. If the performance criteria is met, vested shares will be delivered to the reporting person on the date provided in the performance criteria.

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.