

VEECO INSTRUMENTS INC

Form 4

April 30, 2008

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.
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

OMB APPROVAL

OMB
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(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)
04/28/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	04/28/2008		F		19,717 (1)	D	\$ 17.49	246,485	D
Common Stock	04/29/2008		S(2)		34,705	D	\$ 19	211,780	D
Common Stock	04/29/2008		S(2)		7,300	D	\$ 19.01	204,480	D
Common Stock	04/29/2008		S(2)		7,599	D	\$ 19.02	196,881	D
Common Stock	04/29/2008		S(2)		7,426	D	\$ 19.03	189,455	D

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Common Stock	04/29/2008	S ⁽²⁾	3,600	D	\$ 19.04	185,855	D
Common Stock	04/29/2008	S ⁽²⁾	3,800	D	\$ 19.05	182,055	D
Common Stock	04/29/2008	S ⁽²⁾	1,266	D	\$ 19.06	180,789	D
Common Stock	04/29/2008	S ⁽²⁾	2,452	D	\$ 19.07	178,337	D
Common Stock	04/29/2008	S ⁽²⁾	1,500	D	\$ 19.08	176,837	D
Common Stock	04/29/2008	S ⁽²⁾	100	D	\$ 19.09	176,737	D
Common Stock	04/29/2008	S ⁽²⁾	2,100	D	\$ 19.1	174,637	D
Common Stock	04/29/2008	S ⁽²⁾	900	D	\$ 19.11	173,737	D
Common Stock	04/29/2008	S ⁽²⁾	700	D	\$ 19.12	173,037	D
Common Stock	04/29/2008	S ⁽²⁾	600	D	\$ 19.13	172,437	D
Common Stock	04/29/2008	S ⁽²⁾	187	D	\$ 19.17	172,250	D
Common Stock	04/29/2008	S ⁽²⁾	300	D	\$ 19.18	171,950	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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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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	04/30/2008
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__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) This sale was effected pursuant to a 10b5-1 sales plan adopted by the reporting person.

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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