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VEECO INSTRUMENTS INC

Filed by

ELINGS VIRGIL

FORM SC 13D/A

(Amended Statement of Beneficial Ownership)

Filed 02/18/99

Address	TERMINAL DRIVE PLAINVIEW, NY 11803
Telephone	516 677-0200
CIK	0000103145
Symbol	VECO
SIC Code	3559 - Special Industry Machinery, Not Elsewhere Classified
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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VEECO INSTRUMENTS INC

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 2/18/1999

Address	TERMINAL DR
	PLAINVIEW, New York 11803
Telephone	516-349-8300
CIK	0000103145
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D/A
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)*

VEECO INSTRUMENTS INC.

(NAME OF ISSUER)

COMMON STOCK
(TITLE OF CLASS OF SECURITIES)

922417-100
(CUSIP NUMBER)

EDWARD H. BRAUN
C/O VEECO INSTRUMENTS INC.
TERMINAL DRIVE
PLAINVIEW, NY 11803
(516) 349-8300
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSON
AUTHORIZED TO RECEIVE NOTICES AND COMMUNICATIONS)

COPIES TO:

RORY A. GREISS, ESQ.
KAYE, SCHOLER, FIERMAN, HAYS & HANDLER, LLP
425 PARK AVENUE
NEW YORK, NEW YORK 10022
(212) 836-8000

FEBRUARY 8, 1999
(DATE OF EVENT WHICH REQUIRES
FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of "240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of this schedule, including all exhibits. See ' 13d-7(b) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 922 417-100	Page 3 of 7 Pages

(1) NAMES OF REPORTING PERSONS.
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Virgil Elings, Ph.D.

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions) (a) / /
(b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) / /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	(7)	SOLE VOTING POWER 990,873 shares of Common Stock
	(8)	SHARED VOTING POWER 0
	(9)	SOLE DISPOSITIVE POWER 990,873 shares of Common Stock
	(10)	SHARED DISPOSITIVE POWER 0

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

990,873 shares of Common Stock

(12) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) / /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately 6.3% (based on 15,846,697 shares outstanding on February 8, 1999)

(14) TYPE OF REPORTING PERSON (See Instructions)

IN

This Amendment No. 1 amends and supplements the Statement on Schedule 13D (the "Schedule 13D") relating to the common stock, par value $.01 per share (the "Common Stock"), of Veeco Instruments Inc., a Delaware corporation (the "Company"), previously filed by Virgil Elings Ph.D. (the "Reporting Person").

Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 is hereby amended to read as follows:

(a) The Reporting Person may be deemed to beneficially own 990,873 shares of Common Stock, representing approximately 6.3% of the outstanding shares of Common Stock (based on the number of shares of Common Stock outstanding as of February 8, 1999).

(b) The Reporting Person holds the sole power to vote or to direct the vote and to dispose or to direct the disposition of the 990,873 shares of Common Stock.

(c) During the past sixty (60) days, the Reporting Person: (i) transferred 30,000 shares of Common Stock to Las Positas Park Foundation on January 28, 1999 as a gift for no consideration and (ii) sold 370,000 shares of Common Stock on February 8, 1999 in a public offering of shares registered on a registration statement on Form S-3 filed pursuant to the Securities Act of 1933 for $49.66 per share.

Except as set forth above, the Reporting Person does not beneficially own any shares of Common Stock and has not effected any transaction in shares of Common Stock during the preceding 60 days.

(d) To the best knowledge of the Reporting Person, no person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the 990,873 shares of Common Stock.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is hereby amended to add the following information:

1. PURCHASE AGREEMENT. Pursuant to a Purchase Agreement dated February 2, 1999 (the "Purchase Agreement") among the Company, the Reporting Person, certain other selling

shareholders (collectively, the "Selling Shareholders"), Merrill Lynch, Pierce, Fenner & Smith Incorporated, Donaldson, Lufkin & Jenrette Securities Corporation, NationsBanc Montgomery Securities LLC, Salomon Smith Barney Inc. and SoundView Technology Group, Inc. as representatives of certain other underwriters named therein (collectively, the "Underwriters"), the Reporting Person sold to the Underwriters 370,000 shares of Common Stock and granted to the Underwriters the option to purchase 60,000 additional shares of Common Stock to cover any over-allotment at any time on or prior to March 4, 1999. See Exhibit 3.

2. LOCKUP LETTER. Pursuant to a lockup letter delivered to the Underwriters the Reporting Person has agreed, among other things, not to offer or sell any shares of Common Stock or Common Stock equivalents for a period of 90 days from the date of the Purchase Agreement, with limited exceptions. See Exhibit 4.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

3. Form of Purchase Agreement, dated February 2, 1999, among the Company, the Selling Shareholders and the Underwriters.*

4. Form of Lockup Letter from the Reporting Person to the Underwriters (included in Exhibit 3).*

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* Incorporated by reference to Exhibit 1.1 to the Company's Registration Statement on Form S-3, (Registration No. 333-70417) filed pursuant to the Securities Act of 1933 on January 29, 1999.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of February 17, 1999

/s/ Virgil Elings

Virgil Elings, Ph.D.

INDEX TO EXHIBITS

EXHIBIT		PAGE NO. IN SEQUENTIAL NUMBERING SYSTEM

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End of Filing

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