

VEECO INSTRUMENTS INC

Reported by
MILLER WILLIAM JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/16/15 for the Period Ending 06/12/15

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

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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Miller William John (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) EVP Process Equipment
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/12/2015</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/12/2015		A		12350 (1)	A	\$0	58635	D	
Common Stock	6/15/2015		S		2227 (3)	D	\$30.65 (4)	56408	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		(A)	(D)	Date Exercisable	Expiration Date					Title
Restricted Stock Unit	\$0	6/12/2015		A		12850 (2)		(2)	(2)	common stock	12850 (2)	\$0	12850 (2)	D	

Explanation of Responses:

- (1) These shares were acquired pursuant to a restricted stock award under the Veeco Instruments Inc. 2010 Stock Incentive Plan and are 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) Reflects performance-based restricted stock units (RSUs) granted under the Veeco 2010 Stock Incentive Plan. Each RSU represents a contingent right to receive one share of Veeco common stock, assuming achievement of the performance criteria by the date corresponding to 100% performance achievement (the "target date"), as specified in the award agreement. If the criteria is achieved prior to the target date, then up to 150% of the shares covered by the award may be earned. If the criteria is achieved after the target date, but still within the designated period, then fewer than 100% of the shares may be earned. If the criteria is not achieved by the specified deadline, then the award will be forfeited. Assuming the criteria has been met, vested shares will be delivered to the reporting person on the date(s) provided in the award agreement, subject to the reporting person's continued service over a four-year period from the grant date.
- (3) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.
- (4) Reflects the weighted average sale price. Actual sale prices ranged from \$30.41 to \$31.07 per share. The reporting person undertakes to

provide, upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller William John VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP Process Equipment	

Signatures

Gregory A. Robbins, Attorney-in-fact

6/16/2015

** Signature of Reporting Person

Date

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

* 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).

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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