

# **VEECO INSTRUMENTS INC**

Reported by  
**PEELER JOHN R**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 11/06/13 for the Period Ending 11/04/13

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

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### 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 *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
PEELER JOHN R			VEECO INSTRUMENTS INC [ VECO ]		<input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman &amp; CEO</b>	
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)			
VEECO INSTRUMENTS INC., TERMINAL DRIVE			11/4/2013			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PLAINVIEW, NY 11803					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)						

**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	11/4/2013		M		3500 (1)	A	\$0	165109	D	
Common Stock	11/4/2013		F		1910 (2)	D	\$29.32	163199	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	\$0 (1)	11/4/2013		M		3500	(1)	(1)	common stock	3500	\$0 (1)	0	D	

**Explanation of Responses:**

- ( 1 ) These shares were acquired pursuant to a restricted stock unit award granted on June 11, 2010 under the Veeco Instruments 2010 Stock Incentive Plan. Vesting of these shares was conditioned on the achievement of certain performance criteria. This criteria was met and, as a result, the restrictions on one-third of these awards lapsed on August 2, 2011 (the "Initial Vesting Date"). The restrictions on an additional one-third of these shares was scheduled to lapse on each of the first and second anniversaries of the Initial Vesting Date. The vesting of the award scheduled to vest in August 2013 was delayed until November 4, 2013 due to Veeco's accounting review and Veeco's inability to file its 2012 annual report on Form 10-K with the SEC until November 4, 2013.
- ( 2 ) Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock units.

**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**

**11/6/2013**

\*\* 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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