

VEECO INSTRUMENTS INC

Reported by
OATES ROBERT P

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/12/10 for the Period Ending 02/10/09

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

OMB APPROVAL
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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,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) 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)
Oates Robert P	VEECO INSTRUMENTS INC [VECO]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
VEECO INSTRUMENTS INC., TERMINAL DRIVE	2/10/2009	EVP Data Storage
(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	2/10/2010		M		10000	A	\$18.11	60316	D	
Common Stock	2/10/2010		M		30000	A	\$16.56	90316	D	
Common Stock	2/10/2010		S		46200 (1)	D	\$33.3431 (2)	44116	D	
Common Stock	2/10/2010		S		3800 (1)	D	\$33.9274 (8)	40316	D	
Common Stock	2/11/2010		M		10000	A	\$23.61	50316	D	
Common Stock	2/11/2010		M		30000	A	\$21.36	80316	D	
Common Stock	2/11/2010		M		15000	A	\$21.84	95316	D	
Common Stock	2/11/2010		S		55000 (1)	D	\$35.00	40316	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				
Stock Option (right to purchase)	\$18.11	2/10/2010		M		10000	(3)	6/7/2014	Common Stock	10000	\$0	5000	D	
Stock Option (right to purchase)	\$16.56	2/10/2010		M		30000	(4)	6/16/2012	Common Stock	30000	\$0	0	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				
Stock Option (right to purchase)	\$23.61	2/11/2009		M		10000	(5)	6/8/2013	Common Stock	10000	\$0	0	D	
Stock Option (right to purchase)	\$21.36	2/11/2010		M		30000	(6)	7/27/2011	Common Stock	30000	\$0	0	D	
Stock Option (right to purchase)	\$21.84	2/11/2010		M		15000	(7)	9/14/2011	Common Stock	15000	\$0	0	D	

Explanation of Responses:

- (1) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.
- (2) Reflects weighted average sale price. Actual sale prices ranged from \$32.87 to \$33.86 per share. The reporting person undertakes to provide, upon request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares at each separate price.
- (3) The option was granted on June 8, 2007 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.
- (4) The option was granted on June 17, 2005 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.
- (5) The option was granted on June 9, 2006 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.
- (6) The option was granted on July 28, 2004 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.
- (7) The option was granted on September 15, 2004 and became exercisable with respect to 1/3 of such shares on each of the first, second and third anniversaries of the date of grant.
- (8) Reflects weighted average sale price. Actual sale prices ranged from \$33.87 to \$34.09 per share. The reporting person undertakes to provide, upon request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares at each separate price.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oates Robert P VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP Data Storage	

Signatures**Gregory A. Robbins, Attorney-in-fact****2/12/2010**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.