

VEECO INSTRUMENTS INC

Filed by
WYANT JAMES C

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

Filed 02/11/00

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

VEECO INSTRUMENTS INC

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

Filed 2/11/2000

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

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

SCHEDULE 13D
(Amendment No.2)

UNDER THE SECURITIES AND EXCHANGE ACT OF 1934

VEECO INSTRUMENTS INC.
(Name of Issuer)

(Title of Class of Securities)

922-417-100
(CUSIP Number)

**EDWARD H. BRAUN
C/O VEECO INSTRUMENTS INC.
TERMINAL DRIVE
PLAINVIEW, NEW YORK 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**

JANUARY 26, 2000
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box: []

(continued on following pages)

SCHEDULE 13D

CUSIP NO. 922-417-100

Page 2 of 5

1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	JAMES C. WYANT, PH.D.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE ORGANIZATION USA	
NUMBER OF SHARES	7	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 975,127
EACH REPORTING	9	SOLE DISPOSITIVE POWER 0
PERSON WITH	10	SHARED DISPOSITIVE POWER 975,127
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 975,127	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.5%	
14	TYPE OF REPORTING PERSON IN	

SCHEDULE 13D

CUSIP NO. 922-417-100

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1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	LOUISE A. WYANT	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE ORGANIZATION USA	
NUMBER OF SHARES	7	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 975,127
EACH REPORTING	9	SOLE DISPOSITIVE POWER 0
PERSON WITH	10	SHARED DISPOSITIVE POWER 975,127
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 975,127	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.5%	
14	TYPE OF REPORTING PERSON IN	

ITEM 1. SECURITY AND ISSUER

This Amendment No. 2 amends and supplements the Statement on Schedule 13D, as amended (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 James C. Wyant and Louise A. Wyant (the "Reporting Persons").

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) Each of the Reporting Persons may be deemed to beneficially own in the aggregate 975,127 shares of Common Stock, representing approximately 5.5% of the outstanding shares of Common Stock (based on the number of shares of Common Stock outstanding as of February 1, 2000).
- (b) James C. Wyant and Louise A. Wyant may be deemed to share the power to vote or to direct the vote and to dispose or to direct the disposition of the 975,127 shares of Common Stock.
- (c) During the past sixty (60) days, the Reporting Persons: (i) sold 213,000 shares of Common Stock on January 24, 2000, in a transaction on the open market for \$56.4049 per share of Common Stock, (ii) sold 55,500 shares of Common Stock on January 25, 2000, in a transaction on the open market for \$55.4651 per share of Common Stock, and (iii) sold 56,000 shares of Common Stock on January 26, 2000, in a transaction on the open market for \$55.279 per share of Common Stock.

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

- (d) To the best knowledge of the Reporting Persons, 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 975,127 shares of Common Stock.
- (e) Not applicable.

SIGNATURE

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

Dated as of February 4, 2000

/s/ James C. Wyant

James C. Wyant

/s/ Louise A. Wyant

Louise A. Wyant

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End of Filing

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