

# VEECO INSTRUMENTS INC

## FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 05/31/02

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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## FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 5/31/2002

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

# VEECO INSTRUMENTS INC.

**PROSPECTUS SUPPLEMENT NO. 3  
DATED MAY 31, 2002  
TO  
PROSPECTUS DATED MAY 8, 2002**

**\$220,000,000 4-1/8% CONVERTIBLE SUBORDINATED NOTES DUE 2008,  
SHARES OF COMMON STOCK ISSUABLE UPON CONVERSION OF THE NOTES AND  
4,044,119 ADDITIONAL SHARES OF COMMON STOCK**

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This prospectus supplement supplements and should be read in conjunction with the prospectus of Veeco Instruments Inc. dated May 8, 2002, prospectus supplement no. 1, dated May 17, 2002, and prospectus supplement no. 2, dated May 24, 2002. This prospectus supplement is qualified by reference to the prospectus and such prospectus supplements, except to the extent that the information provided hereby supersedes the information contained in the prospectus or in those supplements. All capitalized terms used but not defined in this prospectus supplement have the meanings given them in the prospectus.

**INVESTING IN THE NOTES AND IN OUR COMMON STOCK INVOLVES RISKS THAT ARE  
DESCRIBED IN THE "RISK FACTORS" SECTION BEGINNING ON PAGE 6 OF THE PROSPECTUS.**

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

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The information appearing in the table below, as of the date hereof, supplements the information in the table appearing under the heading "Selling Securityholders" in the prospectus, and where the name of a selling securityholder identified in the table below also appears in the table in the prospectus and/or a previous prospectus supplement, the information set forth in the table below regarding that selling securityholder supersedes the information in the prospectus and/or such supplement:

SELLING SECURITYHOLDER(1) -----	PRINCIPAL AMOUNT OF NOTES(1) -----		NUMBER OF SHARES OF COMMON STOCK(1)(2) -----	
	BENEFICIALLY OWNED PRIOR TO THE OFFERING AND OFFERED HEREBY -----	PERCENTAGE OF NOTES OUTSTANDING -----	BENEFICIALLY OWNED PRIOR TO THE OFFERING -----	OFFERED HEREBY -----
HOLDERS OF CONVERTIBLE NOTES OR SHARES ISSUABLE UPON CONVERSION THEREOF -----				
1976 Distribution Trust FBO Jane A. Lauder.....	\$19,000	*	493	493
2000 Revocable Trust FBO A.R. Lauder/Zinterhofer....	\$10,000	*	259	259
Advent Convertible Master Cayman LP.....	\$4,113,000	1.9%	106,803	106,803
Allentown City Firefighters Pension Plan.....	\$32,000	*	830	830
Alpha U.S. Sub Fund 4, LLC.....	\$476,000	*	12,360	12,360
American Motorist Insurance Company.....	\$772,000	*	20,046	20,046
Arapahoe County Colorado...	\$75,000	*	1,947	1,947
British Virgin Islands Social Security Board.....	\$108,000	*	2,804	2,804
City of New Orleans.....	\$310,000	*	8,049	8,049
City University of New York.....	\$186,000	*	4,829	4,829
Grady Hospital Foundation..	\$163,000	*	4,232	4,232
HFR Convertible Arbitrage Account.....	\$409,000	*	10,620	10,620
Lyxor.....	\$656,000	*	17,034	17,034
Maryland Retirement Agency.	\$3,940,000	1.8%	102,311	102,311
Municipal Employees.....	\$279,000	*	7,244	7,244
New Orleans Firefighters Pension/Relief Fund.....	\$168,000	*	4,362	4,362
Occidental Petroleum Corporation.....	\$315,000	*	8,179	8,179
Policeman and Fireman Retirement System of the City of Detroit.....	\$764,000	*	19,839	19,839
Pro-mutual.....	\$916,000	*	23,786	23,786
Shell Pension Trust.....	\$487,000	*	12,646	12,646
The Grable Foundation.....	\$179,000	*	4,648	4,648

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\* Less than 1%.

(1) Information concerning the selling securityholders may change from time to time. Any such changed information will be set forth in supplements to this prospectus if and when necessary. The amount of notes and the number of shares of our common stock issuable upon conversion of the notes indicated may be in excess of the total amount registered under the shelf registration statement of which this prospectus forms a part, due to sales or transfers by selling securityholders of such notes or shares in transactions exempt from the registration requirements of the Securities Act after the date on which they provided us information regarding their holdings of notes and such shares of common stock.

(2) For purposes of presenting the number of shares of our common stock beneficially owned by holders of notes, we assume a conversion price under the notes of \$38.51 per share of our common stock, and a cash payment in lieu of the issuance of any fractional share interest. However, the conversion price is subject to adjustment as described under "Description of the Notes--Conversion Rights." As a result, the number of shares of common stock issuable upon conversion of the notes, and as a consequence, the number of shares beneficially owned by the holders of notes, may increase or decrease in the future.

The date of this prospectus supplement is May 31, 2002.