

VEECO INSTRUMENTS INC

Reported by
OATES ROBERT P

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 08/01/05 for the Period Ending 07/21/05

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 3

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

OMB APPROVAL
OMB Number: 3235-0104
Expires: January 31, 2008
Estimated average burden
hours per response... 0.5

INITIAL STATEMENT OF 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(h) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * Oates Robert P	2. Date of Event Requiring Statement (MM/DD/YYYY) 7/21/2005	3. Issuer Name and Ticker or Trading Symbol VEECO INSTRUMENTS INC [VECO]
(Last) (First) (Middle) VEECO INSTRUMENTS INC., 100 SUNNYSIDE BOULEVARD, SUITE B	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) SR VP/GM Ion Beam Grp. /	
(Street) WOODBURY, NY 11797 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$.01 par value	1785	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock option granted 6/15/1998	(1)	6/14/2008	Common stock	3334	\$24.00	D	
Stock option granted 6/23/1999	(1)	6/22/2009	Common stock	5334	\$29.81	D	
Stock option granted 5/23/2000	(1)	5/22/2007	Common stock	8000	\$43.75	D	
Stock option granted 4/1/2003	(1) (2)	3/31/2005	Common stock	10000	\$15.48	D	
Stock option granted 7/28/04	(1) (2)	7/27/2011	Common	30000	\$21.36	D	

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
			stock				
Stock option granted 9/15/04	(1)	9/14/2011	Common stock	15000	\$21.84	D	
Stock option granted 6/17/05	(3)	6/16/2012	Common stock	30000	\$16.56	D	

Explanation of Responses:

- (1) Option becomes exercisable in 33 1/3% increments on the first, second and third anniversaries of the grant date.
- (2) On 4/12/05, the Compensation Committee of Veeco's Board of Directors approved the acceleration of vesting of unvested stock options granted prior to 9/1/04 having an exercise price greater than \$15.26, the closing price of Veeco's common stock on the last trading day before the Committee approved the acceleration. As a result, all of these options became immediately exercisable.
- (3) 100% of this option grant is exercisable on 12/17/05, the six-month anniversary of the date of the option grant. Shares underlying the option are restricted from transfer, with the restriction lapsing on the second anniversary of the date of the option grant (6/17/07).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oates Robert P VEECO INSTRUMENTS INC. 100 SUNNYSIDE BOULEVARD, SUITE B WOODBURY, NY 11797			SR VP/GM Ion Beam Grp.	

Signatures**Gregory A. Robbins, Attorney-in-fact****8/1/2005**

** 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 5(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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of John P. Kiernan and Gregory A. Robbins, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Veeco Instruments Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16 (a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of July 25, 2005.

Signed: /s/ Robert P. Oates
Printed Name: Robert P. Oates