

VEECO INSTRUMENTS INC

Reported by COLLINGWOOD PETER

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/07/11 for the Period Ending 10/06/11

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



[] 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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2011

Estimated average burden

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP hours per response... 0.5 **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)			
Collingwood Peter				VEECO INSTRUMENTS INC [VECO]							_	10% Ov	wner	
	3.	3. Date of Earliest Transaction (MM/DD/YYYY)					below)		,		er (specify			
VEECO INSTRUMENTS			10/6/2011							SVI WW Sales & Fleid Service				
		4. If Amendment, Date Original Filed (MM/DD/YYYY)						ed		6. Individual or Joint/Group Filing (Check Applicable Line)				
									X Form fi	led by One	Reporting Per	rson		
(City) (State) (Zip)										Form filed by More than One Reporting Person				
Non-D	eriv	ativ	e Securit	ties Acc	qui	red, Di	spo	sed of, o	or Beneficially	y Owned				
			2A. Deemed Execution Date, if	Code Acquired (A) of Disposed of (I				or F D) (I	Following Reported Transaction(s) Instr. 3 and 4) Ownership of Ir Form: Bend Direct (D) Owr		Beneficial Ownership			
			any	Code	v	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock				М		3333	A	\$ 0 ⁽¹⁾	8	8673		D		
Common Stock				F		1493 (2)	D	\$26.97	7	7180		D		
uritie	s Be	nefi	cially Ov	vned (e .g .	. , puts	cal	lls, warr	rants, options,	, convert	ible secur	ities)		
emed ecution e, if	Trans. I Code (Instr.		Derivative ecurities acquired (A)	and E	and Expiration Date Securities Un Derivative S				Underlying e Security	lying Derivative		Ownership Form of Derivative Security: of India Benefic Owners (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
Security		(Instr. 3, 4 and 5)								Following Reported		or Indirect (I) (Instr.		
-	Code	V (A	A) (D)	Date Exerc	isal		ation	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(4)		
	vuritie	Non-Deriv 2. Tranbate 10/6/2 10/6/2 2. Tranbate 10/6/2 10/6/2 10/6/2 10/6/2 10/6/2	VEF [VE] 3. Date 4. If A (MM/D) Non-Derivativ 2. Trans. Date 10/6/2011 10/6/2011 10/6/2011 curities Benefit (Instr. A	VEECO IN [VECO] 3. Date of Earl 4. If Amendme (MM/DD/YYYY) Non-Derivative Securit 2. Trans. Date 2. Trans. Date 2. Trans. Date, if any 10/6/2011 10/6/2011 10/6/2011 10/6/2011 curities Beneficially Over the control of t	VEECO INSTRUE [VECO] 3. Date of Earliest Tra 10/0 4. If Amendment, Date (MM/DD/YYYY) Non-Derivative Securities Acc 2. Trans. Deemed Execution Date, if any Code 10/6/2011 M 10/6/2011 F curities Beneficially Owned (Augustion of Derivative Securities Accurate Securities Accurate Securities Accurate Securities Accurate (Instr. 8) Trans. Code Code Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercises Trans. Code Instr. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercises Trans. Code Instr. Securities Accurate (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercises Trans. Code Instr. Securities Accurate (A) or Disposed of (D) (Instr. 3, 4 and 5)	VEECO INSTRUM [VECO] 3. Date of Earliest Transa 10/6/2 4. If Amendment, Date Commend Execution Date, if any Code V 10/6/2011 M 10/6/2011 F Partities Beneficially Owned (e.g. and Experiment Exercises (Instr. 8) Code V 10/6/2011 F Code V 10/6/2011 D 10/6/2011 F Code V 10/6/2011 D 10/6/2011 F Code V 10/6/2011 D 10/6/2011	VEECO INSTRUMENTS [VECO] 3. Date of Earliest Transaction (Note	VEECO INSTRUMENTS II [VECO] 3. Date of Earliest Transaction (MM/ 10/6/2011 4. If Amendment, Date Original File (MM/DD/YYYY) Non-Derivative Securities Acquired, Dispo 2. Trans. Date 2. Trans. Date 2. Trans. Date 2. Trans. Deemed Execution Date, if any Code (Instr. 8) Disposed of (Instr. 8) 10/6/2011 M 3333 A 10/6/2011 F 1493 (2) Code Emed Execution Code Code Code Code Code Code Code Code	VEECO INSTRUMENTS INC [VECO] 3. Date of Earliest Transaction (MM/DD/YYYY) 10/6/2011 4. If Amendment, Date Original Filed (MM/DD/YYYY) 2. Trans. Date Deemed Execution (Instr. 8) Date, if any Code V Amount (D) Price 10/6/2011 M 3333 A \$0 (1) 10/6/2011 F 1493 (2) D \$26.97 Purities Beneficially Owned (e.g., puts, calls, ward of the content of	VEECO INSTRUMENTS INC [VECO] 3. Date of Earliest Transaction (MM/DD/YYYY) 10/6/2011 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 8. Porm file Non-Derivative Securities Acquired, Disposed of, or Beneficially Code (Instr. 8) 1. Date Deemed Execution Date, if any 10/6/2011 M 3333 A \$0 (1) Price 10/6/2011 M 3333 A \$0 (1) Price 10/6/2011 M 3333 A \$0 (1) Securities Price (Instr. 3) Deemed (Inst	VEECO INSTRUMENTS INC [VECO] 3. Date of Earliest Transaction (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Amount of Securities Beneficially Owned (Execution Date, if any) 6. Individual or Join Applicable Line) 2. Trans. Deemed (Code Execution Instr. 8) 10	VEECO INSTRUMENTS INC [VECO] 3. Date of Earliest Transaction (MM/DD/YYYY) 10/6/2011 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Form filed by One Reporting Per Form filed by More than One Reporting Per Form filed by M	VEECO INSTRUMENTS INC [VECO] 3. Date of Earliest Transaction (MM/DD/YYYY) 10/6/2011 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Amount of Securities Beneficially Owned 2. Trans. Date Date Date Date Date, if any 10/6/2011 M 3333 A \$0 (1) 10/6/2011 M 3333 A \$0 (1) 10/6/2011 F 1493 (2) Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 10/6/2011 F Date Securities Derivative Securities Conderlying Derivative Security (Instr. 3, 4 and 5) 10/6/2011 S. Amount of Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 10/6/2011 A S. Number of Derivative Securities Underlying Derivative Securities Derivative Security (Instr. 3 and 4) 10/6/2011 A S. Number of Derivative Securities Underlying Derivative Securities Derivative Security (Instr. 3 and 4) 10/6/2011 Date Exercisable and Expiration Date Securities Underlying Derivative Security (Instr. 3 and 4) 10/6/2011 Date Expiration Date Expiration Title Date Expiration Title Number of Number	

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive, at settlement, one share of Veeco common stock. This transaction represents the settlement of vested restricted stock units in shares of common stock.
- (2) Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock units.
- (3) This restricted stock unit award was granted on October 6, 2008 and vests with respect to 1/3 of such shares on each of the second, third and fourth anniversaries of the date of grant. Vested shares will be delivered to the reporting person on the vesting date.

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Collingwood Peter VEECO INSTRUMENTS INC.		
	SVP WW Sales & Field Service	
TERMINAL DRIVE		
PLAINVIEW, NY 11803		

Signatures

Gregory A. Robbins, Attorney-in-fact 10/7/2011

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.

^{**} Signature of Reporting Person