

VEECO INSTRUMENTS INC

Reported by
MILLER WILLIAM JOHN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/12/14 for the Period Ending 12/10/14

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

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

OMB APPROVAL
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[] Check this box if no
longer subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) 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)
Miller William John	VEECO INSTRUMENTS INC [VECO]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP Process Equipment
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
VEECO INSTRUMENTS INC., TERMINAL DRIVE	12/10/2014	
(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	12/10/2014		M		12504	A	\$8.82	67282	D	
Common Stock	12/10/2014		S		18538	D	\$37.08 ⁽²⁾	48744	D	
Common Stock	12/11/2014		M		15000	A	\$24.89	63744	D	
Common Stock	12/11/2014		M		830	A	\$8.82	64574	D	
Common Stock	12/11/2014		M		13334	A	\$12.36	77908	D	
Common Stock	12/11/2014		S		29164	D	\$37.00	48744	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	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$8.82	12/10/2014		M			12504	(1)	5/17/2016	common stock	12504	\$0	830	D	
Stock Option (right to purchase)	\$24.89	12/11/2014		M			15000	(3)	11/30/2021	common stock	15000	\$0	0	D	
Stock Option (right to purchase)	\$8.82	12/11/2014		M			830	(1)	5/17/2016	common stock	830	\$0	0	D	
Stock Option (right to purchase)	\$12.36	12/11/2014		M			13334	(4)	6/28/2016	common stock	13334	\$0	0	D	

Explanation of Responses:

(1) The option was granted on May 18, 2009 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.

- (2) Reflects the weighted average sale price. Actual sale prices ranged from \$37.00 to \$37.30 per share. The reporting person undertakes to provide, upon request by the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) The option was granted on December 1, 2011 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 29, 2009 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller William John VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP Process Equipment	

Signatures

Gregory A. Robbins, Attorney-in-fact

12/12/2014

** 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.

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