PEELER JOHN R

Form 4 August 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PEELER JOHN R

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

VEECO INSTRUMENTS INC [VECO]

(Check all applicable)

(Last)

(City)

(Middle)

3. Date of Earliest Transaction

10% Owner _X__ Director X_ Officer (give title Other (specify

(Zip)

(Month/Day/Year) 08/02/2012

below)

Chairman & CEO

VEECO INSTRUMENTS INC., TERMINAL DRIVE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PLAINVIEW, NY 11803

						1, — F	,	-,
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
		•				Following	(Instr. 4)	(Instr. 4)
				,	A >	Reported		
					A)	Transaction(s)		
			C 1 W		or or	(Instr. 3 and 4)		
			Code V		D) Price			
Common	08/02/2012		A	3,500 A	\$ 0	165,189	D	
Stock	00/02/2012		1.	(1)	ΨΟ	105,107	D	
Common	08/02/2012		F	1,368	\$	163,821	D	
Stock	00/02/2012			(<u>2)</u>	34.6	103,021	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: PEELER JOHN R - Form 4

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

D Se	Title of erivative ecurity nstr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
	estricted tock Unit	\$ 0 (1)	08/02/2012		M	3,500	<u>(1)</u>	<u>(1)</u>	common stock	3,500	\$ (

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PEELER JOHN R VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803	X		Chairman & CEO				

Signatures

Gregory A. Robbins, Attorney-in-fact 08/03/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- These shares were acquired pusuant to a restricted stock unit award granted on June 11, 2010 under the Veeco Instruments Inc. 2010

 Stock Incentive Plan. Vesting of these shares was conditioned on the achievement of certain performance criteria. This criteria was met and, as a result, the restrictions on one-third of these awards lapsed on August 2, 2011 (the "Initial Vesting Date"). The restrictions on an additional one-third of these shares shall lapse on each of the first and second anniversaries of the Initial Vesting Date.
- (2) Represents secruities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock units.

 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

 Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2