

Oates Robert P
 Form 4
 February 12, 2010

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Oates Robert P

2. Issuer Name and Ticker or Trading Symbol
 VEECO INSTRUMENTS INC
 [VECO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/10/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Data Storage

VEECO INSTRUMENTS INC., TERMINAL DRIVE
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PLAINVIEW, NY 11803

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/10/2010		M		10,000	A	\$ 18.11 60,316 D
Common Stock	02/10/2010		M		30,000	A	\$ 16.56 90,316 D
Common Stock	02/10/2010		S		46,200 (1)	D	\$ 33.3431 (2) 44,116 D
Common Stock	02/10/2010		S		3,800 (1)	D	\$ 33.9274 (8) 40,316 D

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Common Stock	02/11/2010	M	10,000	A	\$ 23.61	50,316	D
Common Stock	02/11/2010	M	30,000	A	\$ 21.36	80,316	D
Common Stock	02/11/2010	M	15,000	A	\$ 21.84	95,316	D
Common Stock	02/11/2010	S	<u>55,000</u> (1)	D	\$ 35	40,316	D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to purchase)	\$ 18.11	02/10/2010		M	10,000	(3) 06/07/2014	Common Stock 10,000
Stock Option (right to purchase)	\$ 16.56	02/10/2010		M	30,000	(4) 06/16/2012	Common Stock 30,000
Stock Option (right to purchase)	\$ 23.61	02/11/2009		M	10,000	(5) 06/08/2013	Common Stock 10,000
Stock Option (right to purchase)	\$ 21.36	02/11/2010		M	30,000	(6) 07/27/2011	Common Stock 30,000
Stock Option	\$ 21.84	02/11/2010		M	15,000	(7) 09/14/2011	Common Stock 15,000

(right to purchase)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oates Robert P VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP Data Storage	

Signatures

Gregory A. Robbins,
Attorney-in-fact

02/12/2010

__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).
- (1) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.
Reflects weighted average sale price. Actual sale prices ranged from \$32.87 to \$33.86 per share. The reporting person undertakes to
 - (2) provide, upon request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares at each separate price.
 - (3) The option was granted on June 8, 2007 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 17, 2005 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.
 - (5) The option was granted on June 9, 2006 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.
 - (6) The option was granted on July 28, 2004 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.
 - (7) The option was granted on September 15, 2004 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.
Reflects weighted average sale price. Actual sale prices ranged from \$33.87 to \$34.09 per share. The reporting person undertakes to
 - (8) provide, upon request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares at each separate price.

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.