

Munch Mark Robert  
Form 4  
April 23, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Munch Mark Robert

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)  
04/21/2010

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
EVP, M&I

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | Code V                                                            | Amount or Price (A) or (D)                                                                    |                                                          |                                   |
| Common Stock                    | 04/21/2010                           |                                                    | M                              |                                                                   | 6,667 A \$ 15.24                                                                              | 53,855                                                   | D                                 |
| Common Stock                    | 04/21/2010                           |                                                    | S                              |                                                                   | 4,367 (1) D \$ 47.89 (3)                                                                      | 49,488                                                   | D                                 |
| Common Stock                    | 04/21/2010                           |                                                    | S                              |                                                                   | 2,300 (1) D \$ 48.73 (4)                                                                      | 47,188                                                   | D                                 |

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



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- Reflects weighted average sale price. Actual sale prices ranged from \$48.31 to \$49.29 per share. The reporting person undertakes to
- (4) 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.