

Munch Mark Robert
Form 4/A
June 08, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

VEECO INSTRUMENTS
INC., TERMINAL DRIVE

(Street)

PLAINVIEW, NY 11803

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/25/2010

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 05/21/2010 | | M | | 4,167 A \$ 8.82 (1) | D | |
| Common Stock | 05/21/2010 | | S | | 1,900 (2) D \$ 38.3666 (3) | D | |
| Common Stock | 05/21/2010 | | S | | 1,300 (2) D \$ 39.415 (4) | D | |
| Common Stock | 05/21/2010 | | S | | 967 (2) D \$ 40.5241 (5) | D | |

Edgar Filing: Munch Mark Robert - Form 4/A

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

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.

SEC 1474 (9-02)

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

Table with 7 main columns: 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). Includes a row for a Stock Option (right to purchase) with details like price \$8.82 and expiration 05/17/2016.

Reporting Owners

Table with Reporting Owner Name / Address and Relationships (Director, 10% Owner, Officer, Other). Includes entry for Munch Mark Robert, VEECO INSTRUMENTS INC., TERMINAL DRIVE, PLAINVIEW, NY 11803, with relationship EVP, M&I.

Signatures

Gregory A. Robbins, Attorney-in-fact, 06/08/2010. **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) The Form 4, as originally filed, incorrectly reported that the option was granted on February 5, 2008 with an exercise price of \$15.24 and an expiration date of February 4, 2015. The Form 4, as amended by this Form 4/A, correctly reports that the option was granted on May 18, 2009 with an exercise price of \$8.82 and an expiration date of May 17, 2016.
(2) Represents securities sold pursuant to a 10b5-1 sales plan adopted by the reporting person.

Edgar Filing: Munch Mark Robert - Form 4/A

- Reflects weighted average sale price. Actual sale prices ranged from \$37.94 to \$38.85 per share. The reporting person undertakes to
- (3) provide, upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Reflects weighted average sale price. Actual sale prices ranged from \$38.94 to \$39.77 per share. The reporting person undertakes to
- (4) provide, upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- Reflects weighted average sale price. Actual sale prices ranged from \$40.04 to \$41.02 per share. The reporting person undertakes to
- (5) provide, upon the request of the SEC staff, the issuer or any security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (6) 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.

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.