VEECO INSTRUMENTS INC

Form 4 June 10, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(State)

PEELER JOHN R

2. Issuer Name and Ticker or Trading Symbol

VEECO INSTRUMENTS INC [VECO]

(Middle)

(Zip)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Month/Day/Year)

06/08/2015

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

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

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1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
							Reported	(Instr. 4)	
					(A)		Transaction(s)		
					or	. .	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Common	06/08/2015		M	44,418	٨	\$	188,527	D	
Stock	00/00/2013		1V1	44,410	А	17.48	100,527	D	
Common				44,418		\$			
	06/08/2015		S		D	30.87	144,109	D	
Stock				<u>(1)</u>		(2)			
						_			

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	\$ 17.48	06/08/2015		M	44,418	(3)	06/11/2015	common stock	44,418

Reporting Owners

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

Signatures

Gregory A. Robbins, Attorney-in-fact 06/10/2015

**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 the weighted average sale price. Actual sale prices ranged from \$30.62 to \$31.25 per share. The reporting person undertakes to (2) 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 June 12, 2008 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.

Reporting Owners 2