

Munch Mark Robert
 Form 4
 April 23, 2010

FORM 4

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

OMB APPROVAL

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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 _____ 10% Owner
 Officer (give title below) _____ 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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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to purchase) | \$ 15.24 | 04/21/2010 | | M | 6,667 | ⁽²⁾ 02/04/2015 | Common Stock | 6,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| Munch Mark Robert VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803 | | | EVP, M&I | |

Signatures

Gregory A. Robbins,
Attorney-in-fact

04/23/2010

**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.

(2) The option was granted on February 5, 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.

(3) Reflects weighted average sale price. Actual sale prices ranged from \$47.30 to \$48.29 per share. The reporting person undertakes to 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.

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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.

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