

VEECO INSTRUMENTS INC
 Form 4
 June 16, 2016

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 *
 PEELER JOHN R

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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/14/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

PLAINVIEW, NY 11803

(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	06/14/2016	A		37,400 <u>(1)</u>		<u>(1)</u>	<u>(1)</u>	Common Stock	37,400 <u>(1)</u>
Restricted Stock Unit	\$ 0	06/14/2016	A		35,930 <u>(2)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	35,930 <u>(2)</u>
Restricted Stock Unit	\$ 0	06/14/2016	A		22,710 <u>(3)</u>		<u>(3)</u>	<u>(3)</u>	Common Stock	22,710 <u>(3)</u>

Reporting Owners

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

Signatures

Gregory A. Robbins,
Attorney-in-fact

06/16/2016

__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) Reflects performance-based restricted stock units (PRSUs) granted under the Veeco 2010 Stock Incentive Plan. Each PRSU represents the contingent right to receive one share of Veeco common stock, assuming achievement of the performance criteria by the date corresponding to 100% performance achievement (the "target date"), as specified in the award agreement. If the criteria are achieved prior to the target date, then up to 150% of the shares covered by the award may be earned. If the criteria are achieved after the target date, but still within the designated period, then fewer than 100% of the shares may be earned. If the criteria are not achieved by the specified deadline, then the award will be forfeited. Vested shares will be delivered to the reporting person on the date(s) provided in the award agreement, subject to the reporting person's continued service over the later of: (i) three years from the grant date or, (ii) the date on which the target is achieved.

(2) Reflects restricted stock units (RSUs) granted under the Veeco 2010 Stock Incentive Plan. Each RSU represents the right to receive one share of Veeco common stock, subject to certain restrictions. These restrictions will lapse with respect to 1/4 of such shares on each of the first, second, third and fourth anniversaries of the date of grant, subject to the reporting person's continued service through such date.

(3) Reflects performance-based restricted stock units (PRSUs) granted under the Veeco 2010 Stock Incentive Plan. Each PRSU represents the contingent right to receive one share of Veeco common stock, assuming achievement of the performance criteria as specified in the award agreement. If the criteria are achieved by the end of the performance period then up to 100% of the shares covered by the award may be earned. If the criteria are not achieved by the end of the performance period, then the award will be forfeited. Assuming the criteria have been met, vested shares will be delivered to the reporting person on the date(s) provided in the award agreement, subject to

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the reporting person's continued service over the performance period ending on June 30, 2017.

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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