

VEECO INSTRUMENTS INC  
Form 4  
May 10, 2006

**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 \*  
KANIA DON 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)

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

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
President and COO

VEECO INSTRUMENTS INC., 100  
SUNNYSIDE BOULEVARD,  
SUITE B

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

WOODBURY, NY 11797

(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) | (A) or (D) | 5. Amount or Price | 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|--|
| Common Stock, par value \$.01 per share | 05/09/2006                           |  | M                              | 30,000  | A          | \$ 15.27           | 30,438  | D  |  |
| Common Stock, par value \$.01 per share | 05/09/2006                           |  | M                              | 5,000   | A          | \$ 15.27           | 35,438  | D  |  |
| Common Stock, par                       | 05/09/2006                           |  | M                              | 15,000  | A          | \$ 15.27           | 50,438  | D  |  |

value \$.01  
per share

|  |            |   |        |   |             |        |   |
|--|------------|---|--------|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 05/09/2006 | S | 30,000 | D | \$<br>27.16 | 20,438 | D |
|--|------------|---|--------|---|-------------|--------|---|

|  |            |   |       |   |             |        |   |
|--|------------|---|-------|---|-------------|--------|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 05/09/2006 | S | 5,000 | D | \$<br>27.27 | 15,438 | D |
|--|------------|---|-------|---|-------------|--------|---|

|  |            |   |        |   |             |     |   |
|--|------------|---|--------|---|-------------|-----|---|
| Common<br>Stock, par<br>value \$.01<br>per share | 05/09/2006 | S | 15,000 | D | \$<br>27.33 | 438 | D |
|--|------------|---|--------|---|-------------|-----|---|

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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
|  |  |                                      |  |                                | Code   V   (A)   (D)  |  |   |
| Employee Stock Option (Right to Purchase)  | \$ 15.27   | 05/09/2006                           |  | M                              | 50,000  | <u>(1)</u> 03/02/2010                                    | Common Stock      50,000                                      |

## Reporting Owners

| Reporting Owner Name / Address         | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| KANIA DON R<br>VEECO INSTRUMENTS INC., |               |           | President<br>and COO |       |

100 SUNNYSIDE BOULEVARD, SUITE B  
WOODBURY, NY 11797

## Signatures

Gregory A. Robbins,  
Attorney-in-fact

05/10/2006

\_\_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 original grant provided that the option would become exercisable in 33 1/3% increments on the first, second and third anniversaries of the grant date (March 3, 2003). On April 12, 2005, the Compensation Committee of Veeco's Board of Directors approved the acceleration of vesting of all unvested stock options granted prior to September 1, 2004 which were then out-of-the money (exercise price greater than \$15.26).

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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