Munch Mark Robert
Form 4/A
June 08, 2010

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Munch Mark Robert

(Last) (First) (Middle)

VEECO INSTRUMENTS INC., TERMINAL DRIVE

(Street)

PLAINVIEW, NY 11803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
VEECO INSTRUMENTS INC [VECO]

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	05/21/2010		M		4,167	A	$ 8.82 (1)	46,260	D	
Common Stock	05/21/2010		S		1,900 (2)	D	$ 38.3666 (3)	44,360	D	
Common Stock	05/21/2010		S		1,300 (2)	D	$ 39.415 (4)	43,060	D	
Common Stock	05/21/2010		S		967 (2)	D	$ 40.5241 (5)	42,093	D	

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 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to purchase)	$ 8.82 (1)	05/21/2010		M			4,167	(6)	05/17/2016(1)	Common Stock	4,167

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	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 securites sold pursuant to a 10b5-1 sales plan adopted by the reporting person.

(3) Reflects weighted average sale price. Actual sale prices ranged from $37.94 to $38.85 per share. The reporting person undertakes to 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.

(4) Reflects weighted average sale price. Actual sale prices ranged from $38.94 to $39.77 per share. The reporting person undertakes to 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.

(5) Reflects weighted average sale price. Actual sale prices ranged from $40.04 to $41.02 per share. The reporting person undertakes to 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.
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