

VEECO INSTRUMENTS INC  
 Form 4  
 April 30, 2008

**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 \*  
**BRAUN EDWARD H**

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)  
**04/28/2008**

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

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/28/2008		F		19,717 (1)	D	\$ 17.49 246,485 D
Common Stock	04/29/2008		S(2)		34,705	D	\$ 19 211,780 D
Common Stock	04/29/2008		S(2)		7,300	D	\$ 19.01 204,480 D
Common Stock	04/29/2008		S(2)		7,599	D	\$ 19.02 196,881 D
Common Stock	04/29/2008		S(2)		7,426	D	\$ 19.03 189,455 D

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Common Stock	04/29/2008	S <sup>(2)</sup>	3,600	D	\$ 19.04	185,855	D
Common Stock	04/29/2008	S <sup>(2)</sup>	3,800	D	\$ 19.05	182,055	D
Common Stock	04/29/2008	S <sup>(2)</sup>	1,266	D	\$ 19.06	180,789	D
Common Stock	04/29/2008	S <sup>(2)</sup>	2,452	D	\$ 19.07	178,337	D
Common Stock	04/29/2008	S <sup>(2)</sup>	1,500	D	\$ 19.08	176,837	D
Common Stock	04/29/2008	S <sup>(2)</sup>	100	D	\$ 19.09	176,737	D
Common Stock	04/29/2008	S <sup>(2)</sup>	2,100	D	\$ 19.1	174,637	D
Common Stock	04/29/2008	S <sup>(2)</sup>	900	D	\$ 19.11	173,737	D
Common Stock	04/29/2008	S <sup>(2)</sup>	700	D	\$ 19.12	173,037	D
Common Stock	04/29/2008	S <sup>(2)</sup>	600	D	\$ 19.13	172,437	D
Common Stock	04/29/2008	S <sup>(2)</sup>	187	D	\$ 19.17	172,250	D
Common Stock	04/29/2008	S <sup>(2)</sup>	300	D	\$ 19.18	171,950	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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
					Code V (A) (D)	Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRAUN EDWARD H VEECO INSTRUMENTS INC., TERMINAL DRIVE PLAINVIEW, NY 11803	X			

## Signatures

Gregory A. Robbins, Attorney-in-fact	04/30/2008
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\_\_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 surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock.
  - (2) This sale was effected pursuant to a 10b5-1 sales plan adopted by the reporting person.

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.