

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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Maheshwari Shubham (Last) (First) (Middle) C/O VEECO INSTRUMENTS INC., TERMINAL DRIVE (Street) PLAINVIEW, NY 11803 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol VEECO INSTRUMENTS INC [VECO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) EVP, CFO & COO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">6/28/2019</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/28/2019		A	V	2500 <u>(1)</u>	A	\$6.605	146466.4044	D	
Common Stock	8/5/2019		M		3005 <u>(2)</u>	A	\$0	149471.4044	D	
Common Stock	8/5/2019		F		1412 <u>(3)</u>	D	\$11.77	148059.4044	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Performance Based Restricted Stock Units	\$0	8/5/2019		M		3005 <u>(2)</u>	8/5/2019	<u>(2)</u>	Common Stock	3005	\$0	9015	D	
Performance Based Restricted Stock Units	\$0	8/5/2019		D		3005 <u>(4)</u>	8/5/2019	<u>(4)</u>	Common Stock	3005	\$0	6010	D	

Explanation of Responses:

- (1) Represents 2,500 shares purchased under the Veeco Employee Stock Purchase Plan on June 28, 2019.
- (2) Represents the vesting of a portion of the PRSUs granted on June 12, 2015 based on partial achievement of the performance criteria specified in the award agreement. The performance period for this component of the award ended June 30, 2019.
- (3) Represents securities surrendered to Veeco to satisfy tax withholding obligations due upon the vesting of restricted stock.
- (4) Represents the forfeiture of a portion of the PRSUs granted on June 12, 2015 due to non-achievement of the performance criteria specified in the award agreement. The performance period for this component of the award ended June 30, 2019.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maheshwari Shubham C/O VEECO INSTRUMENTS INC. TERMINAL DRIVE PLAINVIEW, NY 11803			EVP, CFO & COO	

Signatures

Gregory A. Robbins, Attorney-in-fact

8/7/2019

—^{**}Signature of Reporting Person

Date

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

* 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).

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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