## Edgar Filing: KIERNAN JOHN P - Form 4

KIERNAN JC Form 4											
March 16, 20	4 UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL OMB 3235-028 Number:	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation: may contin <i>See</i> Instruct 1(b).	er <b>STAT</b> 5. Filed p s Section 1	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 20(b) of the Investment Company Act of 1940							burden hou response	stimated average urden hours per	
(Print or Type Ro	esponses)										
KIERNAN JOHN P Sym VE			Symbol VEECO	2. Issuer Name <b>and</b> Ticker or Trading Symbol VEECO INSTRUMENTS INC [VECO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month/				Date of Earliest Transaction onth/Day/Year) /14/2018				Director       10% Owner         Officer (give title       Other (specify below)         SVP Finance & Treas.			
				nendment, Date Original onth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	Tabl	I Non D	aniwatiwa G	100	tion A o	Person	f or Donoficial	lly: Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Date 2A. Dee ear) Execution any		3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ties (A) o of (D	or ))	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	03/14/2018			А	4,962 (1)	А	\$0	37,041	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	\$ 0	03/14/2018		А	5,164 (2)	(2)	(2)	Common Stock	5,164 (2)	\$

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting of their funite / funitess	Director	10% Owner	Officer	Other			
KIERNAN JOHN P VEECO INSTRUMENTS INC., TERMINAL DRIVE PLAINVIEW, NY 11803			SVP Finance & Treas.				
Signatures							
Gregory A. Robbins,	03/1	6/2018					

Attorney-in-fact

\*\*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).

These shares were acquired pursuant to a restricted stock award under the Veeco Instruments Inc. 2010 Stock Incentive Plan (the "Plan") and are subject to certain restrictions. Subject to the reporting person's continued service, these restrictions will lapse: i) 20% on the date

(1) which is twelve months from the date of grant, ii) 20% on the date which is eighteen months from the date of grant, iii) 20% on the date which is thirty months from the date of grant, iv) 20% on the date which is forty-two months from the date of grant, and v) 20% on the date which is forty-eight months from the date of grant.

Reflects performance-based restricted stock units ("PRSU") granted under the Plan. Subject to the reporting person's continued service and the achievement of three-year performance criteria (the "Criteria") specified in the award agreement, each PRSU represents the

(2) contingent right to receive one share of Veeco common stock. Awards can range from 25% to 150% of the reported PRSUs based on achievement of the Criteria. If the Criteria are not achieved, the award will be forfeited. Subject to having been earned, vested shares will be delivered to the reporting person on the date specified in the award agreement, but in no case earlier than the third anniversary of the grant date.

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.