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VEECO INSTRUMENTS INC  
Form S-8  
May 23, 2002

As filed with the Securities and Exchange Commission on May 23, 2002

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

VEECO INSTRUMENTS INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

11-2989601  
(I.R.S. Employer  
Identification No.)

100 Sunnyside Boulevard  
Woodbury, New York 11797  
(516) 677-0200  
(Address and telephone number of Principal Executive Offices)

Veeco Instruments Inc.  
2000 Stock Option Plan (as amended)  
(Full title of the plan)

Gregory A. Robbins  
Vice President and General Counsel  
Veeco Instruments Inc.  
100 Sunnyside Boulevard  
Woodbury, New York 11797  
(Name and address of agent for service)

(516) 677-0200  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)

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Common Stock, \$0.01 par value per share	2,200,000 (2)	\$29.77	\$65,494,000
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(1) An estimate, based on the average of the high and low prices as of May 22, 2002 as determined in accordance with Rule 457(c) and (h) under the Securities Act of 1933, has been made solely for the purpose of calculating the registration fee relating to the shares of Common Stock to be registered hereunder and subsequently offered at prices computed upon the basis of fluctuating market prices.

(2) Represents an additional 2,200,000 shares of Common Stock issuable pursuant to the Registrant's 2000 Stock Option Plan (the "Plan"). 1,250,000 shares and 950,000 shares of Common Stock issuable pursuant to the Plan were previously registered pursuant to the Registrant's Registration Statements on Form S-8, File Number 333-39156, filed on June 13, 2000 and File Number 333-66574, filed on August 2, 2001, respectively. This registration statement also relates to such indeterminate number of additional shares of Common Stock of Veeco Instruments Inc. as may be issuable as a result of stock splits, stock dividends or additional similar transactions.

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Pursuant to General Instruction E to Form S-8, this registration statement on Form S-8 registers the offer and sale of an additional 2,200,000 shares of Common Stock for issuance under the Plan. The contents of the prior registration statements for the Plan, File Number 333-39156, filed on June 13, 2000, and File Number 333-66574, filed on August 2, 2001, are hereby incorporated by reference.

Item 8. Exhibits

- 4.1 Amendment No. 2 dated May 10, 2002 to the Veeco Instruments Inc. 2000 Stock Option Plan.
- 5.1 Opinion of Gregory A. Robbins as to the legality of shares of Common Stock being registered
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of PricewaterhouseCoopers LLP
- 23.3 Consent of Gregory A. Robbins (included in the opinion filed as Exhibit 5.1)
- 24.1 Power of Attorney (included on the signature pages hereof)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets

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all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Woodbury, New York, on May 23, 2002.

Veeco Instruments Inc.

By: /s/ Edward H. Braun
Name: Edward H. Braun
Title: Chairman, Chief Executive Officer and President

POWER OF ATTORNEY

Each of the undersigned, in the capacities relative to the registrant stated below, hereby appoints Edward H. Braun, John F. Rein, Jr. and Gregory A. Robbins, and each of them acting individually, his true and lawful attorneys-in-fact, with full power of substitution, to sign and file with the Securities and Exchange Commission this registration statement and any and all amendments, including post-effective amendments, to this registration statement.

Pursuant to the requirements of the Securities Act of 1933, this registration statement and power of attorney have been signed by the following persons in the capacities indicated on May 23, 2002.

Table with 2 columns: Signatures and Capacity. Rows include Edward H. Braun (Director, Chairman and Chief Executive Officer), John F. Rein, Jr. (Executive Vice President, Chief Financial Officer, Treasurer and Secretary), John P. Kiernan (Vice President, Finance and Corporate Controller), and Richard A. D'Amore (Director).

/s/ Joel A. Elftmann
Director
Joel A. Elftmann

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/s/ Heinz K. Fridrich ----- Heinz K. Fridrich	Director
/s/ Douglas A. Kingsley ----- Douglas A. Kingsley	Director
/s/ Paul R. Low ----- Paul R. Low	Director
/s/ Roger D. McDaniel ----- Roger D. McDaniel	Director
/s/ Irwin H. Pfister ----- Irwin H. Pfister	Director
/s/ Walter J. Scherr ----- Walter J. Scherr	Director

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