

VEECO INSTRUMENTS INC
Form SC 13G/A
February 14, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13D-102)

INFORMATION STATEMENT PURSUANT TO RULE 13D-1

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(FINAL AMENDMENT)

Veeco Instruments Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

922417100

(CUSIP Number)

December 31, 2005

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*See the response to Item 5.

12) Type of Reporting Person (See Instructions)

HC

ITEM 4 - OWNERSHIP:

The following information is as of December 31, 2005:

(a) Amount Beneficially Owned: *

*See the response to Item 5.

(b) Percent of Class: *

*See the response to Item 5

(c) Number of shares to which such person has:

(i) sole power to vote or to direct the vote*

(ii) shared power to vote or to direct the vote*

(iii) sole power to dispose or to direct the disposition of*

(iv) shared power to dispose or to direct the disposition of*

*See the response to Item 5.

ITEM 5 - OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

The reporting person has ceased to beneficially own more than five percent of the class of securities of the issuer.

ITEM 10 - CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 10, 2006

Date

By: /s/ Robert S. Kapito

Signature State Street Research & Management
Company

Robert S. Kapito, Vice Chairman

Name & Title