Stultz Timothy J Form 4 February 02, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number: January 31, Expires:

2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person \* Stultz Timothy J

2. Issuer Name and Ticker or Trading Symbol NANOMETRICS INC [NANO] 5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 02/01/2011

(Check all applicable)

\_X\_ Director 10% Owner X\_ Officer (give title \_ Other (specify below)

6. Individual or Joint/Group Filing(Check

President & CEO

C/O NANOMETRICS **INCORPORATED, 1550 BUCKEYE DRIVE** 

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MILPITAS, CA 95035

(City)	(State)	(Zip) Tab	ole I - Non-	-Derivative	Secu	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transacti Code (Instr. 8)	4. Securition of Dispose (Instr. 3, 4)  Amount	ed of	(D)	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)
Common Stock	02/01/2011		M	5,000	A	\$ 0.98	62,987	D	
Common Stock	02/01/2011		S	5,000 (1)	D	\$ 17.3083 (2)	57,987	D	
Common Stock	02/01/2011		M	10,000	A	\$ 7.35	67,987	D	
Common Stock	02/01/2011		S	10,000 (1)	D	\$ 17.5116 (3)	57,987	D	

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 0.98	02/01/2011		M	5,000	<u>(4)</u>	11/19/2015	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 7.35	02/01/2011		M	10,000	<u>(5)</u>	08/29/2014	Common Stock	10,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b></b>	Director	10% Owner	Officer	Other			
Stultz Timothy J							
C/O NANOMETRICS INCORPORATED	X		President				
1550 BUCKEYE DRIVE	Λ		& CEO				
MILPITAS, CA 95035							

Date

## **Signatures**

/s/ James P. Moniz, 02/02/2011 Attorney-in-Fact

\*\*Signature of Reporting Person

## **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 8, 2009.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$17.151 to \$17.55. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Reporting Owners 2

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- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$17.16 to \$17.94. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- One thirty-sixth (1/36th) of the shares vest in equal monthly installments starting on the monthly anniversary of the date of grant (November 19, 2008)
- (5) One-third (1/3rd) of the shares vest on August 29, 2008 and one thirty-sixth (1/36th) of the shares vest monthly thereafter.

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.