

Stultz Timothy J
 Form 4
 April 04, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Check all applicable)

(Last) (First) (Middle)
 C/O NANOMETRICS
 INCORPORATED, 1550
 BUCKEYE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/02/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

MILPITAS, CA 95035

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	04/02/2012		M			3,333	A	\$ 0.98	81,320	D	
Common Stock	04/02/2012		M			6,667	A	\$ 7.35	87,987	D	
Common Stock	04/02/2012		M			2,917	A	\$ 11.37	90,904	D	
Common Stock	04/02/2012		M			2,083	A	\$ 13.08	92,987	D	
Common Stock	04/02/2012		S			15,000	D	\$ 18.4748	77,987	D	

(2)

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

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SEC 1474
(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. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 0.98	04/02/2012		M	3,333	<u>(3)</u> 11/19/2015	Common Stock	3,333	
Non-Qualified Stock Option (right to buy)	\$ 7.35	04/02/2012		M	6,667	<u>(4)</u> 08/29/2014	Common Stock	6,667	
Non-Qualified Stock Option (right to buy)	\$ 11.37	04/02/2012		M	2,917	<u>(5)</u> 11/16/2017	Common Stock	2,917	
Non-Qualified Stock Option (right to buy)	\$ 13.08	04/02/2012		M	2,083	<u>(6)</u> 11/17/2016	Common Stock	2,083	

Reporting Owners

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

Signatures

/s/ Ronald W. Kisling,
Attorney-in-Fact

04/03/2012

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 23, 2012.
The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$18.24 to \$18.71. The reporting person
- (2) 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.
- (3) 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)
- (4) One-third (1/3rd) of the shares vest on August 29, 2008 and one thirty-sixth (1/36th) of the shares vest monthly thereafter.
- (5) One forty-eighth (1/48th) of the shares vest in equal monthly installments starting on the monthly anniversary of the date of grant (November 16, 2010).
- (6) One thirty-sixth (1/36th) of the shares vest in equal monthly installments starting on the monthly anniversary of the date of grant (November 17, 2009).

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.