

BENTLEY J THOMAS  
Form 4  
February 23, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BENTLEY J THOMAS**

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, INC., 1550  
BUCKEYE DRIVE**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/13/2012**

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

(Street)

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

**MILPITAS, CA 95035**

(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	02/13/2012		M		2,500	A	\$ 6.61
Common Stock	02/13/2012		M		2,500	A	\$ 6.83
Common Stock	02/13/2012		M		2,500	A	\$ 9.58
Common Stock	02/13/2012		M		2,500	A	\$ 9.93
Common Stock	02/13/2012		M		2,500	A	\$ 7.28

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Common Stock	02/13/2012	M	2,500	A	\$ 5.76	35,237	D
Common Stock	02/13/2012	M	2,500	A	\$ 2.11	37,737	D
Common Stock	02/13/2012	M	2,500	A	\$ 1.13	40,237	D
Common Stock	02/13/2012	M	1,666	A	\$ 1.2	41,903	D
Common Stock	02/13/2012	M	1,666	A	\$ 2.71	43,569	D
Common Stock	02/13/2012	M	1,666	A	\$ 6.65	45,235	D
Common Stock	02/13/2012	S	24,998	D	\$ 19.7	20,037	D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.61	02/13/2012		M	2,500	<u>(1)</u> 04/03/2012		Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 6.83	02/13/2012		M	2,500	<u>(1)</u> 07/03/2012		Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 9.58	02/13/2012		M	2,500	<u>(1)</u> 10/02/2012		Common Stock	2,500

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Non-Qualified Stock Option (right to buy)	\$ 9.93	02/13/2012	M	2,500	<u>(1)</u>	01/02/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 7.28	02/13/2012	M	2,500	<u>(1)</u>	04/01/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 5.76	02/13/2012	M	2,500	<u>(1)</u>	07/01/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 2.11	02/13/2012	M	2,500	<u>(1)</u>	09/30/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 1.13	02/13/2012	M	2,500	<u>(1)</u>	12/30/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 1.2	02/13/2012	M	1,666	<u>(1)</u>	03/31/2014	Common Stock	1,666
Non-Qualified Stock Option (right to buy)	\$ 2.71	02/13/2012	M	1,666	<u>(1)</u>	06/30/2014	Common Stock	1,666
Non-Qualified Stock Option (right to buy)	\$ 6.65	02/13/2012	M	1,666	<u>(1)</u>	09/29/2014	Common Stock	1,666

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTLEY J THOMAS C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035	X			

## Signatures

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

02/22/2012

\*\*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 option becomes exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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