

NOVA MEASURING INSTRUMENTS LTD  
Form 6-K  
August 03, 2006

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

**FORM 6-K**

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934

For August 3, 2006

Commission File No. 000-30668

**NOVA MEASURING INSTRUMENTS LTD.**

Building 22 Weitzmann Science Park, P.O.B 266, Rehovoth 76100, Israel

Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation  
S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation  
S-T Rule 101(b)(7)

Indicate by check mark whether the registrant by furnishing the information contained in this Form is  
also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the  
registrant in connection with Rule 12g3-2(b): N/A.

Attached hereto as Exhibit 99.1 and incorporated herein by reference is the Proxy card for the Registrant's 2006 Annual General Meeting of Shareholders.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NOVA MEASURING INSTRUMENTS LTD.

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Nova Measuring Instruments Ltd  
(the "Registrant")

August 3, 2006

By: /s/ Dror David

Dror David  
Chief Financial Officer

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Exhibit Index

Exhibit 99.1 Proxy card for the Registrant's 2006 Annual General Meeting of Shareholders

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