

OLDHAM WILLIAM G
Form 4
May 25, 2011

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 *
OLDHAM WILLIAM G

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)
05/23/2011

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	05/23/2011		M		2,500 A \$ 9.93	10,330	D
Common Stock	05/23/2011		M		1,666 A \$ 7.28	11,996	D
Common Stock	05/23/2011		M		1,666 A \$ 5.69	13,662	D
Common Stock	05/23/2011		M		1,666 A \$ 1.88	15,328	D
Common Stock	05/23/2011		S		7,498 (1) D \$ 15.1202 (2)	7,830	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. 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)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 9.93	05/23/2011		M	2,500	⁽³⁾ 01/02/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 7.28	05/23/2011		M	1,666	⁽⁴⁾ 04/01/2013	Common Stock	1,666
Non-Qualified Stock Option (right to buy)	\$ 5.69	05/23/2011		M	1,666	⁽⁵⁾ 07/01/2013	Common Stock	1,666
Non-Qualified Stock Option (right to buy)	\$ 1.88	05/23/2011		M	1,666	⁽⁶⁾ 10/02/2013	Common Stock	1,666

Reporting Owners

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

Signatures

/s/ Bruce Crawford,
Attorney-in-Fact

05/25/2011

__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 28, 2011.

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$15.10 to \$15.26. 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) The option became exercisable in three equal annual installments beginning on January 2, 2009.
- (4) The option became exercisable in three equal annual installments beginning on April 1, 2009.
- (5) The option became exercisable in three equal annual installments beginning on July 1, 2009.
- (6) The option became exercisable in three equal annual installments beginning on October 2, 2009.

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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