

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-14**
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REPORTING OWNER

SMITH STEPHEN J

CIK: **1288101**

Type: **4** | Act: **34** | File No.: **000-13470** | Film No.: **13850432**

Mailing Address
202 CORONADO AVE
LOS ALTOS CA 94022

ISSUER

NANOMETRICS INC

CIK: **704532** | IRS No.: **942276314** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3829** Measuring & controlling devices, nec

Mailing Address
1550 BUCKEYE DRIVE
MILPITAS CA 95035

Business Address
1550 BUCKEYE DRIVE
MILPITAS CA 95035
408-435-9600

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person SMITH STEPHEN J			2. Issuer Name and Ticker or Trading Symbol NANOMETRICS INC [NANO]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2013					
C/O NANOMETRICS, INC., 1550 BUCKEYE DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2013		M	(1)	2,500	A	\$1.13	14,648	D	
Common Stock	05/14/2013		M	(1)	2,500	A	\$1.2	17,148	D	
Common Stock	05/14/2013		M	(1)	2,500	A	\$2.71	19,648	D	
Common Stock	05/14/2013		M	(1)	2,500	A	\$6.65	22,148	D	
Common Stock	05/14/2013		M	(1)	2,038	A	\$11.17	24,186	D	
Common Stock	05/14/2013		M	(1)	2,500	A	\$11.63	26,686	D	
Common Stock	05/14/2013		M	(1)	5,040	A	\$10.83	31,726	D	
Common Stock	05/14/2013		S	(1)	19,578	D	\$14.36 (2)	12,148	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-Qualified Stock Option (right to buy)	\$1.13	05/14/2013		<u>M</u> ⁽¹⁾			2,500	⁽³⁾	12/30/2013	Common Stock	2,500	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$1.2	05/14/2013		<u>M</u> ⁽¹⁾			2,500	⁽³⁾	03/31/2014	Common Stock	2,500	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$2.71	05/14/2013		<u>M</u> ⁽¹⁾			2,500	⁽³⁾	06/30/2014	Common Stock	2,500	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$6.65	05/14/2013		<u>M</u> ⁽¹⁾			2,500	⁽³⁾	09/29/2014	Common Stock	2,500	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.17	05/14/2013		<u>M</u> ⁽¹⁾			2,038	⁽³⁾	01/04/2017	Common Stock	2,038	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$11.63	05/14/2013		<u>M</u> ⁽¹⁾			2,500	⁽³⁾	01/05/2015	Common Stock	2,500	\$ 0	0	D	
Non-Qualified Stock Option (right to buy)	\$10.83	05/14/2013		<u>M</u> ⁽¹⁾			5,040	⁽³⁾	05/28/2017	Common Stock	5,040	\$ 0	0	D	

Explanation of Responses:

1. The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2013.
2. The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$14.23 to \$14.43. 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.
3. Fully vested.

Signatures

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

** Signature of Reporting Person

05/15/2013

Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.