#### NANOMETRICS INC

Form 4 May 22, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

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Check this box

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Dox Joseph F

2. Issuer Name and Ticker or Trading Symbol

NANOMETRICS INC [NANO]

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

C/O NANOMETRICS **INCORPORATED, 1550** 

(Month/Day/Year) 05/21/2008

\_X\_\_ Director 10% Owner Other (specify Officer (give title

**BUCKEYE DRIVE** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

MILPITAS, CA 95035

(City)	(State)	Zip) Table	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 tion(A) or Disposed of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/21/2008		M	6,666	A	\$ 6.1	9,151	D		
Common Stock	05/21/2008		S	6,600	D	\$ 7.5	2,551	D		
Common Stock	05/21/2008		S	66	D	\$ 7.54	2,485	D		
Common Stock							305	I	See footnote (1)	
Common Stock							1,125	I	See footnote (2)	

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(e.g., puts, calls, warrants, options, convertible securities)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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. Transactic Code (Instr. 8)	5. Number on 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Sha
Non-Qualified Stock Option (right to buy)	\$ 6.1	05/21/2008		M	6,666	(3)	05/17/2012	Common Stock	13,33

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>.</b>	Director	10% Owner	Officer	Other		
Dox Joseph F C/O NANOMETRICS INCORPORATED 1550 BUCKEYE DRIVE MILPITAS, CA 95035	X					

## **Signatures**

/s/ Quentin Wright, by power of 05/22/2008 attorney

> \*\*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).
- Shares are held directly by the Alexia Dox Trust (the "AD Trust"). Ira Greenspan is the Trustee of the AD Trust and has sole voting and investment power over the shares held by the AD Trust. The Reporting Person disclaims beneficial ownership of these securities, and this **(1)** report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (2) Shares are held directly by the Emilie Dox Trust (the "ED Trust"). Ira Greenspan is the Trustee of the ED Trust and has sole voting and investment power over the shares held by the ED Trust. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or

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for any other purpose.

(3) The option is 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. 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.