

HEATON JOHN DAVIS  
Form 4  
June 22, 2007

**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 \*  
**HEATON JOHN DAVIS**

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)  
**1550 BUCKEYE DRIVE**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/19/2007**

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

**MILPITAS, CA 95035**

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

(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 or Price		
Common Stock	06/19/2007		M		6,400 A \$ 5.7	6,400	D
Common Stock	06/19/2007		S		6,400 D \$ 6.4	0	D
Common Stock	06/20/2007		M		17,000 A \$ 5.7	17,000	D
Common Stock	06/20/2007		S		17,000 D \$ 6.31	0	D
Common Stock	06/21/2007		M		38,519 A \$ 5.7	38,519	D

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Common Stock      06/21/2007      S      38,519      D      \$ 6.27      0      D

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 Security (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 5.7	06/19/2007		M	6,400	06/17/2004 06/17/2010	Common Stock 61
Non-Qualified Stock Option	\$ 5.7	06/20/2007		M	17,000	06/17/2007 06/17/2010	Common Stock 55
Non-Qualified Stock Option	\$ 5.7	06/21/2007		M	38,519	06/17/2007 06/17/2010	Common Stock 38

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEATON JOHN DAVIS 1550 BUCKEYE DRIVE MILPITAS, CA 95035				Affiliate

## Signatures

John D. Heaton      06/22/2007  
 \*\*Signature of      Date  
 Reporting Person

## 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).

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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