

OLDHAM WILLIAM G  
Form 4  
February 22, 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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2011

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

C/O NANOMETRICS, INC., 1550 BUCKEYE DRIVE

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |
| Common Stock                    | 02/17/2011                           |  | M                              | A   | \$ 8.29   | 10,330   | D   |
| Common Stock                    | 02/17/2011                           |  | M                              | A   | \$ 6.61   | 12,830   | D   |
| Common Stock                    | 02/17/2011                           |  | M                              | A   | \$ 6.83   | 15,330   | D   |
| Common Stock                    | 02/17/2011                           |  | M                              | A   | \$ 9.58   | 17,830   | D   |
| Common Stock                    | 02/17/2011                           |  | S                              | D   | \$ 17.9364  | 7,830  | D   |
|                                 |                                      |  |                                | (1)   | (2)   |  |   |

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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)  | \$ 8.29  | 02/17/2011                           |  | M                              | 2,500   | <u>(3)</u> 01/03/2012                                    | Common Stock  | 2,500                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.61  | 02/17/2011                           |  | M                              | 2,500   | <u>(4)</u> 04/03/2012                                    | Common Stock  | 2,500                      |
| Non-Qualified Stock Option (right to buy)  | \$ 6.83  | 02/17/2011                           |  | M                              | 2,500   | <u>(5)</u> 07/03/2012                                    | Common Stock  | 2,500                      |
| Non-Qualified Stock Option (right to buy)  | \$ 9.58  | 02/17/2011                           |  | M                              | 2,500   | <u>(6)</u> 10/02/2012                                    | Common Stock  | 2,500                      |

## Reporting Owners

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

## Signatures

/s/ James P. Moniz,  
Attorney-in-Fact

02/22/2011

\_\_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 November 19, 2010.  

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$17.61 to \$18.21. 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 3, 2008.
- (4) The option became exercisable in three equal annual installments beginning on April 3, 2008.
- (5) The option became exercisable in three equal annual installments beginning on July 3, 2008.
- (6) The option became exercisable in three equal annual installments beginning on October 2, 2008.

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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