

NANOMETRICS INC  
Form 4  
February 19, 2014

**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 \*  
Crawford Bruce A

(Last) (First) (Middle)

C/O NANOMETRICS, INC., 1550  
BUCKEY DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NANOMETRICS INC [NANO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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		
Common Stock	02/14/2014		S <sup>(1)</sup>		14,686	D	
					18.63		
					<u>(2)</u>		
Common Stock	02/17/2014		F		1,388	D	
Common Stock	02/18/2014		M <sup>(1)</sup>		1,667	A	
Common Stock	02/18/2014		M <sup>(1)</sup>		3,443	A	
Common Stock	02/18/2014		M <sup>(1)</sup>		12,500	A	
					\$ 13.08		

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Common Stock	02/18/2014	<u>M</u> <sup>(1)</sup>	795	A	\$ 11.37	59,542	D
Common Stock	02/18/2014	<u>S</u> <sup>(1)</sup>	26,278	D	\$ 18.52 <u>(3)</u>	33,264	D
Common Stock	02/19/2014	<u>M</u> <sup>(1)</sup>	560	A	\$ 11.37	33,824	D
Common Stock	02/19/2014	<u>M</u> <sup>(1)</sup>	3,333	A	\$ 15.85	37,157	D
Common Stock	02/19/2014	<u>S</u> <sup>(1)</sup>	3,893	D	\$ 18.42 <u>(4)</u>	33,264	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 1.17	02/18/2014		<u>M</u> <sup>(1)</sup>	1,667	<u>(5)</u>	02/25/2016	Common Stock	1,667
Non-Qualified Stock Option (Right to Buy)	\$ 7.5	02/18/2014		<u>M</u> <sup>(1)</sup>	3,443	<u>(6)</u>	09/03/2016	Common Stock	3,443
Non-Qualified Stock Option (Right to Buy)	\$ 13.08	02/18/2014		<u>M</u> <sup>(1)</sup>	12,500	<u>(7)</u>	11/17/2016	Common Stock	12,500
Non-Qualified Stock Option (Right to Buy)	\$ 11.37	02/18/2014		<u>M</u> <sup>(1)</sup>	795	<u>(8)</u>	11/15/2017	Common Stock	795
	\$ 11.37	02/19/2014		<u>M</u> <sup>(1)</sup>	560	<u>(9)</u>	11/15/2017		560

Non-Qualified Stock Option (Right to Buy)								Common Stock	
Non-Qualified Stock Option (Right to Buy)	\$ 15.85	02/19/2014		M <sup>(1)</sup>	3,333	( <sup>10</sup> )	03/12/2020	Common Stock	3,3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crawford Bruce A C/O NANOMETRICS, INC. 1550 BUCKEY DRIVE MILPITAS, CA 95035			Chief Operating Officer	

## Signatures

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

02/19/2014

\*\*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) Transaction pursuant to Rule 10b5-1 Plan adopted December 13, 2013.  
Represents weighted average sales price. The shares were sold at prices ranging from \$18.45 to \$18.84. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (2) Represents weighted average sales price. The shares were sold at prices ranging from \$18.40 to \$18.70. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) Represents weighted average sales price. The shares were sold at prices ranging from \$18.28 to \$18.58. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) One thirty-sixth (1/36th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant (February 25, 2009).
- (5) One third (1/3rd) of the shares are fully vested on the date of grant, with the remaining shares vesting (starting on the one year anniversary of the date of grant) at a rate of one twenty-fourth (1/24th) per month until fully vested on September 3, 2012.
- (6) One thirty-sixth (1/36th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant (November 17, 2009).
- (7) One forty-eighth (1/48th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant (November 16, 2010).
- (8) One forty-eighth (1/48th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant (November 16, 2010).
- (9) One forty-eighth (1/48th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant (March 12, 2013).
- (10)

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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