

NANOMETRICS INC
Form 4
May 30, 2007

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)
1550 BUCKEYE 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)
05/23/2007

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)
Affiliate

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/23/2007 | | M | 1,838 A | \$ 5.7 | 1,838 | D |
| Common Stock | 05/23/2007 | | S | 1,838 D | \$ 6.2 | 0 | D |
| Common Stock | 05/25/2007 | | M | 5,016 A | \$ 5.7 | 5,016 | D |
| Common Stock | 05/25/2007 | | S | 5,016 D | \$ 6.1 | 0 | D |
| Common Stock | 05/29/2007 | | M | 7,342 A | \$ 5.7 | 7,342 | D |

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| | | | | | | | |
|--------------|------------|---|-------|---|-----------|-----|---|
| Common Stock | 05/29/2007 | S | 7,342 | D | \$ 6.1723 | 0 | D |
| Common Stock | 05/30/2007 | M | 700 | A | \$ 5.7 | 700 | D |
| Common Stock | 05/30/2007 | S | 700 | D | \$ 6.2643 | 0 | D |

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

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 control number.

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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 of Underlying Security | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Non-Qualified Stock Option | \$ 5.7 | 05/23/2007 | | M | 1,838 | 06/17/2004 | 06/17/2010 | Common Stock | 313 |
| Non-Qualified Stock Option | \$ 5.7 | 05/25/2007 | | M | 5,016 | 06/17/2004 | 06/17/2010 | Common Stock | 311 |
| Non-qualified Stock Option | \$ 5.7 | 05/29/2007 | | M | 7,342 | 06/17/2004 | 06/17/2010 | Common Stock | 306 |
| Non-Qualified Stock Option | \$ 5.7 | 05/30/2007 | | M | 700 | 06/17/2004 | 06/17/2010 | Common Stock | 299 |

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

05/30/2007

**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).

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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