

BAIN HOWARD A III  
 Form 4  
 February 23, 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 \*  
**BAIN HOWARD A III**

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)  
**02/18/2011**

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/18/2011		M		10,333	A	\$ 7.28
					21,385		
Common Stock	02/18/2011		M		2,038	A	\$ 11.17
					23,423		
Common Stock	02/18/2011		M		833	A	\$ 11.63
					24,256		
Common Stock	02/18/2011		S		13,204	D	\$ 19.4043
							(1)

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
Non-Qualified Stock Option (right to buy)	\$ 7.28	02/18/2011		M	10,333	<u>(2)</u> 04/01/2013	Common Stock	10,333
Non-Qualified Stock Option (right to buy)	\$ 11.17	02/18/2011		M	2,038	<u>(3)</u> 01/04/2017	Common Stock	2,038
Non-Qualified Stock Option (right to buy)	\$ 11.63	02/18/2011		M	833	<u>(4)</u> 01/05/2015	Common Stock	833

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAIN HOWARD A III C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035	X			

## Signatures

/s/ James P. Moniz,  
Attorney-in-Fact  
Date: 02/23/2011

\*\*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)

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The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$19.40 to \$19.475. The reporting person 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.

- (2) The option becomes exercisable in three equal annual installments beginning on April 1, 2009.
- (3) The option became exercisable on January 4, 2011.
- (4) The option becomes exercisable in three annual installments beginning on January 5, 2011.

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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