

Stultz Timothy J  
 Form 4  
 December 03, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Stultz Timothy J

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)  
 12/01/2010

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

C/O NANOMETRICS INCORPORATED, 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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	12/01/2010		M			5,000 A \$ 0.98	62,987	D	
Common Stock	12/01/2010		S			5,000 (1) D \$ 12.0061 (2)	57,987	D	
Common Stock	12/02/2010		M			10,000 A \$ 7.35	67,987	D	
Common Stock	12/02/2010		S			10,000 (1) D \$ 12.0473 (3)	57,987	D	



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- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$12.00 to \$12.10. The reporting person
- (3) 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.
  - (4) One thirty-sixth (1/36th) of the shares vest in equal monthly installments starting on the monthly anniversary of the date of grant (November 19, 2008)
  - (5) One-third (1/3rd) of the shares vest on August 29, 2008 and one thirty-sixth (1/36th) of the shares vest monthly thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.