

BENTLEY J THOMAS
Form 4
February 23, 2012

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 *
BENTLEY J THOMAS

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)
C/O NANOMETRICS, INC., 1550
BUCKEYE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2012

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

(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	(A) or (D)	Price
Common Stock	02/13/2012		M		2,500	A	\$ 6.61
Common Stock	02/13/2012		M		2,500	A	\$ 6.83
Common Stock	02/13/2012		M		2,500	A	\$ 9.58
Common Stock	02/13/2012		M		2,500	A	\$ 9.93
Common Stock	02/13/2012		M		2,500	A	\$ 7.28

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Common Stock	02/13/2012		M	2,500	A	\$ 5.76	35,237	D
Common Stock	02/13/2012		M	2,500	A	\$ 2.11	37,737	D
Common Stock	02/13/2012		M	2,500	A	\$ 1.13	40,237	D
Common Stock	02/13/2012		M	1,666	A	\$ 1.2	41,903	D
Common Stock	02/13/2012		M	1,666	A	\$ 2.71	43,569	D
Common Stock	02/13/2012		M	1,666	A	\$ 6.65	45,235	D
Common Stock	02/13/2012		S	24,998	D	\$ 19.7	20,037	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 Securities (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)	\$ 6.61	02/13/2012		M	2,500	<u>(1)</u> 04/03/2012		Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 6.83	02/13/2012		M	2,500	<u>(1)</u> 07/03/2012		Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 9.58	02/13/2012		M	2,500	<u>(1)</u> 10/02/2012		Common Stock	2,500

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