

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	

Non-Qualified Stock Option (right to buy)	\$ 9.93	02/13/2012	M	2,500	<u>(1)</u>	01/02/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 7.28	02/13/2012	M	2,500	<u>(1)</u>	04/01/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 5.76	02/13/2012	M	2,500	<u>(1)</u>	07/01/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 2.11	02/13/2012	M	2,500	<u>(1)</u>	09/30/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 1.13	02/13/2012	M	2,500	<u>(1)</u>	12/30/2013	Common Stock	2,500
Non-Qualified Stock Option (right to buy)	\$ 1.2	02/13/2012	M	1,666	<u>(1)</u>	03/31/2014	Common Stock	1,666
Non-Qualified Stock Option (right to buy)	\$ 2.71	02/13/2012	M	1,666	<u>(1)</u>	06/30/2014	Common Stock	1,666
Non-Qualified Stock Option (right to buy)	\$ 6.65	02/13/2012	M	1,666	<u>(1)</u>	09/29/2014	Common Stock	1,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTLEY J THOMAS C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035	X			

Signatures

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

02/22/2012

__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) The option becomes exercisable in three equal annual installments beginning on the first anniversary of the date of grant.

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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