

NANOMETRICS INC
 Form 4
 July 26, 2006

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 *
 Crawford Bruce A

(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)
 07/24/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Date Exercisable	Expiration Date	Title	Am Num Sha
			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code V				
Non-Qualified Stock Option (right to buy)	\$ 8.89	07/24/2006	A	4,751	<u>(1)</u>	07/24/2013	Common Stock	4
Non-Qualified Stock Option (right to buy)v	\$ 8.89	07/24/2006	A	2,066	<u>(3)</u>	07/24/2013	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 8.89	07/24/2006	A	10,329	<u>(4)</u>	07/24/2013	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 8.89	07/24/2006	A	4,648	<u>(5)</u>	07/24/2013	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 8.89	07/24/2006	A	100,000	<u>(6)</u>	07/24/2013	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crawford Bruce A 1550 BUCKEYE DRIVE MILPITAS, CA 95035			Chief Operating Officer	

Signatures

/s/ Quentin Wright, attorney-in-fact 07/26/2006

__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) On the date of grant, 2,970 shares were fully vested with the remaining shares vesting at a rate of one forty-eighth per month until fully vested on January 22, 2008.
 - (2) Not applicable.
 - (3) The option is fully vested on the date of grant.
 - (4) On the date of grant, 3,012 shares were fully vested with the remaining shares vesting at a rate of one forty-eighth per month until fully vested on April 28, 2009.

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- (5) On the date of grant, 1,649 shares were fully vested with the remaining shares vesting at a rate of one forty-eighth per month until fully vested on February 18, 2009.
- (6) Shares vest and become exercisable in three equal annual installments beginning on July 24, 2007.

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.