NANOMETRICS INC

Form 4

December 04, 2006

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16.

Check this box

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Mundhe Rajeev

(Last)

(City)

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading Symbol

NANOMETRICS INC [NANO]

3. Date of Earliest Transaction

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

1550 BUCKEYE DRIVE

11/30/2006

Director 10% Owner Other (specify X\_ Officer (give title

below) Senior Vice President Sales

(Street)

(State)

(Month/Day/Year)

(First)

(Middle)

(Zip)

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

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

MILPITAS, CA 95035

1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number Transaction Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

#### Edgar Filing: NANOMETRICS INC - Form 4

(Instr. 3)	Price of	(Month/Day/Year)	(Instr. 8	8)	Acquire				
	Derivative				(A) or				
	Security				Disposed of				
					(D)				
					(Instr. 3				
					and 5)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title

Non-Qualified

Common (1) 11/30/2013 **Stock Option** 11/30/2006 \$ 8.55 1,520 1,52 Stock (right to buy)

Amou or Numb of Shares

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Mundhe Rajeev

1550 BUCKEYE DRIVE Senior Vice President Sales

MILPITAS, CA 95035

# **Signatures**

/s/ Quentin Wright, 12/04/2006 attorney-in-fact

\*\*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) Shares vest and become exercisable in three equal annual installments beginning on November 30, 2007.
- (2) Not applicable.

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.

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