Stultz Timothy J Form 4 December 04, 2008

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction 1(b).

**SECURITIES** 

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)

(Last)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* Stultz Timothy J

(Middle) (First)

1550 BUCKEYE DRIVE

(Street)

MILPITAS, CA 95035

2. Issuer Name and Ticker or Trading Symbol

NANOMETRICS INC [NANO]

3. Date of Earliest Transaction

(Month/Day/Year) 11/19/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed

(Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4) (I)

6. Ownership

Form: Direct

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4) (Instr. 4)

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

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Underlying Securi Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

### Edgar Filing: Stultz Timothy J - Form 4

	Derivative Security			Disposed of (Instr. 3, 4, 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nun Shai
Non-qualified Stock Option (Right to buy)	\$ 0.98	11/19/2008	A		100,000		(1)	11/19/2015	Common Stock	100

(Month/Day/Year) (Instr. 8) Acquired (A) or

### **Reporting Owners**

Price of

Reporting Owner Name / Address	Relationships						
.r. g	Director	10% Owner	Officer	Other			
Stultz Timothy J							
1550 BUCKEYE DRIVE	X		President & CEO				
MILPITAS, CA 95035							

### **Signatures**

(Instr. 3)

/s/ Quentin B. Wright by power of attorney 12/04/2008

\*\*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) One thirty-sixth (1/36th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant (November 19, 2008).

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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