BENTLEY J THOMAS

Form 4

November 19, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

11/19/2010

Stock

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)

	Address of Reporting I	Symbol	2. Issuer Name and Ticker or Trading Symbol NANOMETRICS INC [NANO]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (MOMETRICS, INC	(Month/I	f Earliest Tr Day/Year) O10	ansaction			X Director Officer (give	10%	Owner r (specify	
BUCKEYI		11/1//2	010				below)	below)		
MILPITAS	(Street)		endment, Da nth/Day/Year	_			6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Per	rson	
(City)	(State)	(Zip) Tab	le I - Non-D	erivative S	Securit	ties Acqu	iired, Disposed of	, or Beneficiall	y 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. Securitin(A) or Dis (Instr. 3, 4)	posed	of (D)) Price	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 Indirect Beneficial Ownership (Instr. 4)	
Common	11/10/2010		3.7	10.000		\$	10.050	ъ		

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

M

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.

18,052

11.34

D

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

10,000 A

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion (Month/Day/Year) Execution Date, if TransactiorDerivor Exercise any Code Security Price of (Month/Day/Year) (Instr. 8) Acquire Derivative or Discontinuous Conversion (Month/Day/Year) (Instr. 8) Acquire Conversion (Month/Day/Year) (Month/		5. Number of orDerivative Securities Acquired (A) or Disposed of (D)	tive Expiration Date ies (Month/Day/Year) ed (A)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
	security			Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 11.34	11/19/2010		M	10,000	<u>(1)</u>	01/05/2011	Common Stock	10,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
BENTLEY J THOMAS C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035	X					

Signatures

/s/ James P. Moniz 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) Options vested over three years at the rate of 33-1/3% year.

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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