#### NANOMETRICS INC

Form 4

November 20, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 333

**OMB APPROVAL** 

Number: 3235-0287

January 31,

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0.5

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

obligations

may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Rhine Bruce C             |   |  | 2. Issuer Name and Ticker or Trading Symbol                 |                                 |     |                                       |        |  | 5. Relationship of Reporting Person(s) to Issuer   |  |   |  |
|---|---|--|---|---------------------------------|-----|---------------------------------------|--------|--|--|--|---|--|
|   |   | NANOMETRICS INC [NANO]                               |   |                                 |     |                                       |        | (Check all applicable)   |  |  |   |  |
| (Last) (First) (Middle)  C/O NANOMETRICS, INC., 1550  BUCKEYE DRIVE |   |  | 3. Date of Earliest Transaction (Month/Day/Year) 11/19/2013 |                                 |     |                                       |        |  | X Director 10% Owner Other (specify below)   |  |   |  |
| MILPITAS,   |   | 4. If Amendment, Date Original Filed(Month/Day/Year) |   |                                 |     |                                       |        | 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   | e I - No                        | n-D | erivative S                           | Securi |  | iired, Disposed of   | , or Beneficiall   | y Owned   |  |
| 1.Title of<br>Security<br>(Instr. 3)                                | 2. Transaction Date<br>(Month/Day/Year) |  | Date, if  | 3.<br>Transa<br>Code<br>(Instr. |     | 4. Securiti r(A) or Dis (Instr. 3, 4) | posed  | of (D)   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock   | 11/19/2013                              |  |   | S                               |     | 10,000                                | D      | \$<br>17.53<br>(1)   | 854,448  | D  |   |  |
| Common  |   |  |   |                                 |     |                                       |        |  | 1 400  | T  | -   |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

I

1,428

By spouse

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

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

| 1. Title of Derivative | 2. Conversion                            | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4.<br>Transacti    | 5.<br>orNumber | 6. Date Exerc<br>Expiration D |                    | 7. Title<br>Amount               |  | 8. Price of Derivative | 9. Nu<br>Deriv  |
|------------------------|--|--------------------------------------|-------------------------------|--------------------|----------------|-------------------------------|--------------------|----------------------------------|--|------------------------|---|
| Security (Instr. 3)    | or Exercise Price of Derivative Security | (Month/Day/Tear)                     | any (Month/Day/Year)          | Code<br>(Instr. 8) | of             | (Month/Day/                   |                    | Underly<br>Securiti<br>(Instr. 3 | ying<br>ies                            | Security (Instr. 5)    | Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|                        |  |                                      |                               | Code V             | (A) (D)        | Date<br>Exercisable           | Expiration<br>Date | Title N                          | Amount<br>or<br>Number<br>of<br>Shares |                        |   |

### **Reporting Owners**

| Reporting Owner Name / Address              | Relationships |           |         |       |  |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |  |
| Rhine Bruce C                               |               |           |         |       |  |  |  |  |
| C/O NANOMETRICS, INC.<br>1550 BUCKEYE DRIVE | X             |           |         |       |  |  |  |  |

## **Signatures**

MILPITAS, CA 95035

/s/Ronald W. Kisling, 11/20/2013 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).

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$17.50 to \$17.54. The reporting person (1) will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

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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