

NANOMETRICS INC
 Form 4
 May 30, 2007

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 *
HEATON JOHN DAVIS

(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)
 05/23/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Affiliate

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/23/2007		M		1,838	A	\$ 5.7	1,838	D	
Common Stock	05/23/2007		S		1,838	D	\$ 6.2	0	D	
Common Stock	05/25/2007		M		5,016	A	\$ 5.7	5,016	D	
Common Stock	05/25/2007		S		5,016	D	\$ 6.1	0	D	
Common Stock	05/29/2007		M		7,342	A	\$ 5.7	7,342	D	

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Common Stock	05/29/2007	S	7,342	D	\$ 6.1723	0	D
Common Stock	05/30/2007	M	700	A	\$ 5.7	700	D
Common Stock	05/30/2007	S	700	D	\$ 6.2643	0	D

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Non-Qualified Stock Option	\$ 5.7	05/23/2007		M	1,838	06/17/2004	06/17/2010	Common Stock	313
Non-Qualified Stock Option	\$ 5.7	05/25/2007		M	5,016	06/17/2004	06/17/2010	Common Stock	311
Non-qualified Stock Option	\$ 5.7	05/29/2007		M	7,342	06/17/2004	06/17/2010	Common Stock	306
Non-Qualified Stock Option	\$ 5.7	05/30/2007		M	700	06/17/2004	06/17/2010	Common Stock	299

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HEATON JOHN DAVIS
1550 BUCKEYE DRIVE
MILPITAS, CA 95035

Affiliate

Signatures

John D. Heaton

05/30/2007

**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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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