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

NANOMETRI	CS INC											
Form 4	2014											
September 29, 2014									OMB APPROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check this b if no longer								Expires:	January 31,			
subject to Section 16. Form 4 or	STATEN	ENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5			
Form 5 obligations may continue. See Instruction 1(b). 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 Res	sponses)											
Rhine Bruce C Sy								5. Relationship of Reporting Person(s) to Issuer				
								(Check all applicable)				
			3. Date of Earliest Transaction					X Director 10% Owner				
			09/25/2014 -				-		Officer (give titleOther (specify			
(Street) 4. If A			4. If Ame	mendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(M			Filed(Mo	•				Applicable Line) _X_ Form filed by One Reporting Person				
MILPITAS, CA 95035 Form filed by More than One Person												
(City)	(State)	(Zip)	Tab	le I - Non-J	Derivative	Secu	rities Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Date, if	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
2				Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common 09 Stock 09	9/25/2014			M <u>(1)</u>	2,500	А	\$ 6.65	803,113	D			
Common 09 Stock 09	9/25/2014			S <u>(1)</u>	2,500	D	\$ 15.1416 (2)	800,613	D			
Common Stock								1,428	Ι	By spouse		

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

Persons who respond to the collection of<br/>information contained in this form are not<br/>required to respond unless the formSEC 1474<br/>(9-02)

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# 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 (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. Transactio Code (Instr. 8)	5. Number prof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.65	09/25/2014		M <u>(1)</u>	2,500	(3)	09/29/2014	Common Stock	2,50

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Rhine Bruce C C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035	Х						
Signatures							
/s/Nancy E. Egan, Attorney-in-Fact		09/29/2014					

\*\*Signature of Reporting Person

## **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).

Date

(1) Transaction pursuant to Rule 10b5-1 Plan adopted December 13, 2013.

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$15.04 to \$15.63. The reporting person(2) 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.

(3) Fully vested.

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.