

Stultz Timothy J  
Form 4  
August 13, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Stultz Timothy J

2. Issuer Name and Ticker or Trading Symbol  
NANOMETRICS INC [NANO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O NANOMETRICS, INC., 1550  
BUCKEYE DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/10/2018

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MILPITAS, CA 95035

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 08/10/2018                           |  | M <sup>(1)</sup>               | 10,000  | A \$ 19.03  | 281,221  | D                                 |
| Common Stock                    | 08/10/2018                           |  | S <sup>(1)</sup>               | 9,900   | D \$ 42.01  | 271,321  | D                                 |
| Common Stock                    | 08/10/2018                           |  | S <sup>(1)</sup>               | 100   | D \$ 42.5   | 271,221  | D                                 |
| Common Stock                    | 08/13/2018                           |  | M <sup>(1)</sup>               | 10,000  | A \$ 19.03  | 281,221  | D                                 |
| Common Stock                    | 08/13/2018                           |  | S <sup>(1)</sup>               | 10,000  | D \$ 41.8   | 271,221  | D                                 |

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

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SEC 1474  
(9-02)

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (Right to Buy)  | \$ 19.03   | 08/10/2018                           |  | M <sup>(1)</sup>               | 10,000  | <sup>(4)</sup> 02/17/2019                                | Common Stock  | 10,000                        |
| Non-Qualified Stock Option (Right to Buy)  | \$ 19.03   | 08/13/2018                           |  | M <sup>(1)</sup>               | 10,000  | <sup>(4)</sup> 02/17/2019                                | Common Stock  | 10,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Stultz Timothy J<br>C/O NANOMETRICS, INC.<br>1550 BUCKEYE DRIVE<br>MILPITAS, CA 95035 |               | X         |         |       |

## Signatures

/s/ Janet Taylor,  
Attorney-in-Fact

08/13/2018

\_\_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) Transaction pursuant to Rule 10b5-1 Plan adopted May 3, 2018.

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$41.49 to \$42.47. 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.

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- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$41.25 to \$42.20. The reporting person
- (3) 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.
  - (4) 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.

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