

NOVA MEASURING INSTRUMENTS LTD  
Form 6-K  
December 29, 2005

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**FORM 6-K**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549  
Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of  
1934

December 29, 2005

**NOVA MEASURING INSTRUMENTS LTD.**

Building 22 Weitzmann Science Park, Rehovoth  
P.O.B 266

[Indicate by check mark whether the registrant files or will file  
annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

[Indicate by check mark whether the registrant by furnishing the  
information contained in this Form is also thereby furnishing the  
information to the Commission pursuant to Rule 12g3-2(b) under the  
Securities Exchange Act of 1934.

Yes  No

If  Yes is marked, indicate below the file number assigned to the  
registrant in connection with Rule 12g3-2(b): N/A.

Attached hereto as Exhibit 99.1, and incorporated by way of reference herein, the Registrants notice regarding Amendment No.1 to Nova Measuring Instruments Ltd. September 2002 Stock Option Plan 6.

Attached hereto as Exhibit 99.2, and incorporated by way of reference herein, the Registrants notice regarding Amendment No.1 to Nova Measuring Instruments Ltd. March 2004 Stock Option Plan 7A.

Attached hereto as Exhibit 99.3, and incorporated by way of reference herein, the Registrants notice regarding Amendment No.1 to Nova Measuring Instruments Ltd. March 2004 Stock Option Plan 7B.

This report on Form 6-K is hereby incorporated by reference in the registration statements on forms S-8 Nos. 333-102193, 333-115556 and 333-123158 of Nova Measuring Instruments Ltd.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

December 29, 2005

NOVA MEASURING INSTRUMENTS LTD.

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Nova Measuring Instruments Ltd  
Nova Measuring Instruments Ltd (the "Registrant")

BY: /S/ Dror David

Dror David  
Chief Financial Officer

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Exhibit Index

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- Exhibit 99.2: Notice regarding Amendment No.1 to Nova Measuring Instruments Ltd. March 2004 Stock Option Plan 7A.
- Exhibit 99.3 Notice regarding Amendment No.1 to Nova Measuring Instruments Ltd. March 2004 Stock Option Plan 7B
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