Coates Norman V Form 4/A April 21, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

(Last)

MILPITAS, CA 95035

1. Name and Address of Reporting Person *

Coates Norman V

(First)

(Middle)

C/O NANOMETRICS, INC., 1550 **BUCKEYE DRIVE**

(Street)

2. Issuer Name and Ticker or Trading

Symbol

NANOMETRICS INC [NANO] 3. Date of Earliest Transaction

(Month/Day/Year) 07/20/2010

4. If Amendment, Date Original

Filed(Month/Day/Year) 07/22/2010

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting

(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) 07/20/2010 | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securit pror Dispos (Instr. 3, 4) Amount 50,000 (1) | ed of | ` ′ | 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 Beneficial Ownership (Instr. 4) See footnote (3) |
|--------------------------------------|--|---|--|---|-------|------------|--|--|---|
| Common Stock | | | | | | <u>(2)</u> | 4,052 | D | <u>(3)</u> |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | ` |
| | | | | | 4, and 5) | | | | | | |
| | | | | | ., | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Evaluation | | or | | |
| | | | | | | | Expiration | Title | Number | | |
| | | | | | | Exercisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| reporting 6 mass runner, runness | Director | 10% Owner | Officer | Other | | | |
| Coates Norman V C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035 | X | X | | | | | |
| Vincent J Coates Separate Property Trust C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035 | | X | | | | | |
| COATES STELLA N C/O NANOMETRICS, INC. 1550 BUCKEYE DRIVE MILPITAS, CA 95035 | | X | | | | | |

Signatures

/s/ Timothy Stultz,
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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Vincent J. Coates Separate Property Trust on February 23, 2010.
- The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$8.41 to \$8.74. The reporting person 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.

Reporting Owners 2

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(3) Shares held of record by the Vincent J. Coates Separate Property Trust, U/D/T dated August 7, 1981, for which Norman Coates and Stella Coates act as co-trustees.

Remarks:

This amended filing reflects the restatement of the original filing to add Stella N. Coates as a reporting person.

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.