Coates Norman V Form 4/A April 21, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

Form 5 obligations **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Coates Norman V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NANOMETRICS INC [NANO]

(Check all applicable)

(Last)

(City)

(First) (Middle)

(Zip)

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

X_ Director 10% Owner Other (specify Officer (give title

C/O NANOMETRICS, INC., 1550

4. If Amendment, Date Original

08/16/2010

6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

BUCKEYE DRIVE (Street)

(State)

Form filed by One Reporting Person X Form filed by More than One Reporting

08/18/2010

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

MILPITAS, CA 95035

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) (Month/Day/Year) Execution Date, if Transaction Disposed of (D) (Month/Day/Year) Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)			(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	08/16/2010		Code V	Amount 50,000 (1)	(D) D	Price \$ 12.2981 (2)	(Instr. 3 and 4) 2,232,460	I	See footnote (3)
Common Stock							4,052	D	

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.

Edgar Filing: Coates Norman V - Form 4/A

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 Exer		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if		ionNumber	Expiration D		Amou		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	(Year)	Under	, ,	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(211512
					4, and 5)						
					4, and 3)						
									Amount		
						.	.		or		
						Date	Expiration	Title	Number		
						Exercisable Da	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting 6 wher runner runners	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
04/21/2011

**Signature of Reporting Person D

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 \$11.95 to \$12.54. 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.

Reporting Owners 2

Edgar Filing: Coates Norman V - Form 4/A

(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.