

NANOMETRICS INC
 Form 3
 February 26, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Heidrich Kevin
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 02/24/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Senior VP, Marketing

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

C/O NANOMETRICS,
 INCORPORATED, 1550
 BUCKEYE DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
 (Instr. 4)

2. Amount of Securities Beneficially Owned
 (Instr. 4)

3. Ownership Form:
 Direct (D)
 or Indirect (I)
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership
 (Instr. 5)

Common Stock

34,407

D

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
 (Instr. 4)

2. Date Exercisable and Expiration Date
 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
 (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
 (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right to Buy)	Â <u>(1)</u>	06/18/2016	Common Stock	10,000	\$ 2.38	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <u>(1)</u>	09/03/2016	Common Stock	20,000	\$ 7.5	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <u>(1)</u>	04/19/2017	Common Stock	7,000	\$ 10.46	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <u>(2)</u>	03/21/2018	Common Stock	30,000	\$ 16.7	D	Â
Non-Qualified Stock Option (Right to Buy)	Â <u>(3)</u>	10/10/2019	Common Stock	5,000	\$ 12.98	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heidrich Kevin C/O NANOMETRICS, INCORPORATED 1550 BUCKEYE DRIVE MILPITAS, CA 95035	Â	Â	Â Senior VP, Marketing	Â

Signatures

/s/ Kim Merritt,
Attorney-in-Fact

02/26/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Fully vested.
- (2) One forty-eighth (1/48th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant of March 21, 2011.
- (3) One forty-eighth (1/48th) of the shares shall vest and become exercisable in equal monthly installments starting on the monthly anniversary of the date of grant of October 10, 2012.

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.