

Stultz Timothy J
 Form 4
 November 28, 2017

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O NANOMETRICS, INC., 1550
 BUCKEYE DRIVE

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/27/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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)
				Code	V Amount or Price			
Common Stock	11/27/2017		M		15,000 (1) A \$ 0	295,651	D	
Common Stock	11/27/2017		M		17,666 (2) A \$ 0	313,317	D	
Common Stock	11/27/2017		A		2,075 (3) A \$ 0	315,392	D	

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

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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 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Performance Stock Units	(4)	11/27/2017		M	22,500	(4) 02/22/2019	Common Stock	22,500
Performance Stock Units	(5)	11/27/2017		M	26,500	(5) 02/08/2020	Common Stock	26,500

Reporting Owners

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

Signatures

/s/ Janet Taylor,
Attorney-in-Fact

11/28/2017

**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) Shares are represented by restricted stock units into which performance stock units converted. Each restricted stock unit represents a contingent right to receive one share of NANO common stock. The restricted stock units vest on February 22, 2019.
- (2) Shares are represented by restricted stock units into which performance stock units converted. Each restricted stock unit represents a contingent right to receive one share of NANO common stock. The restricted stock units vest 50% on February 8, 2019 and 50% on February 8, 2020.
- (3) Shares are represented by restricted stock units. Each restricted stock unit represents a contingent right to receive one share of NANO common stock. The restricted stock units vest the sooner of May 23, 2018 or the next annual shareholder's meeting.
- (4) Shares are represented by performance stock units, each of which represents a contingent right to receive one share of NANO common stock. Of these performance stock units, performance stock units covering 22,500 shares converted into restricted stock units to acquire 15,000 shares, which will vest as set forth in note (1) above, and are reflected on Table I. The remaining performance stock units covering

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22,500 shares will vest on February 22, 2018, provided that certain price performance targets are met. 2/3rds will vest if target price performance is met, and 100% will vest if maximum price performance is met.

- Shares are represented by performance stock units, each of which represents a contingent right to receive one share of NANO common stock. Of these performance stock units, performance stock units covering 26,500 shares converted into restricted stock units to acquire
- (5) 17,666 shares, which will vest as set forth in note (2) above, and are reflected on Table I. The remaining performance stock units covering 13,250 shares will vest on February 8, 2018, provided that certain price performance targets are met. 2/3rds will vest if target price performance is met, and 100% will vest if maximum price performance is met.

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.