Coates Norman V Form 4/A April 21, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per

Estimated average response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

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

2. Issuer Name and Ticker or Trading Symbol

NANOMETRICS INC [NANO]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X Director Officer (give title

X 10% Owner Other (specify

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

(Street)

4. If Amendment, Date Original

Code V

below)

Filed(Month/Day/Year) 12/24/2009

(Month/Day/Year)

12/22/2009

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

MILPITAS, CA 95035

(City) (State) (Zip)

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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

I

(A) or (D) Price

Transaction(s) (Instr. 3 and 4)

Common 12/22/2009 Stock

S 675,000 D \$11 2,826,511 See footnote

(1)

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

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.

SEC 1474 (9-02)

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

Edgar Filing: Coates Norman V - Form 4/A

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	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)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date Exercisable	Expiration le Date	Title N	or		
									Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	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							

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).

04/21/2011

(1) 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 became co-trustees effective on May 19, 2009.

Remarks:

/s/ Timothy Stultz,

**Signature of Reporting Person

Attorney-in-Fact

This amended filing reflects the restatement of the original filing to: (a) remove Vincent J. Coates as a reporting person; (b) ad 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.

Reporting Owners 2