Brown Edward J Jr Form 3 February 27, 2013

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: **SECURITIES**

2005 Estimated average

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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 *

Brown Edward J Jr

(Last)

(First) (Middle)

Statement (Month/Day/Year)

02/20/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

NANOMETRICS INC [NANO]

C/O NANOMETRICS.

INC., 1550 BUCKEYE DRIVE

(Street)

X Director Officer

Person(s) to Issuer

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

Filed(Month/Day/Year)

5. If Amendment, Date Original

(Check all applicable)

4. Relationship of Reporting

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

Person

Form filed by More than One

Reporting Person

MILPITAS, CAÂ 95035

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

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

Direct (D) or Indirect (I) (Instr. 5)

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

4. Conversion or Exercise Price of

Ownership Form of Derivative

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

(Instr. 4) **Expiration Title**

Date Exercisable Date Amount or Number of Shares

Security: Derivative Security Direct (D) or Indirect (I)

1

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Brown Edward J Jr

C/O NANOMETRICS, INC.
1550 BUCKEYE DRIVE

MILPITAS, CAÂ 95035

Signatures

/s/ Ron Kisling, Attorney-in-Fact 02/27/2013

**Signature of Reporting Person Date

Explanation of Responses:

No securities are beneficially owned

- * 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).

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Remarks:

No securities owned.

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.

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