

Dox Joseph F
 Form 4
 February 08, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Dox Joseph F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1550 BUCKEYE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2007

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

MILPITAS, CA 95035

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

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

(City) (State) (Zip)

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. 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 (A) or (D)		
Common Stock	10/31/2007		J(1)		216	D	
					\$ 10.41	485	D
Common Stock	01/02/2008		A		2,000 (2) (3)	A	
					\$ 0	2,485	D
Common Stock	10/31/2007		J(1)		6	D	
					\$ 10.41	305	I
							See footnote (4)
Common Stock	10/31/2007		J(1)		6	D	
					\$ 10.41	1,125	I
							See footnote (5)

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

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(4) Shares are held directly by the Alexia Dox Trust (the "AD Trust"). Ira Greenspan is the Trustee of the AD Trust and has sole voting and investment power over the shares held by the AD Trust. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(5) Shares are held directly by the Emilie Dox Trust (the "ED Trust"). Ira Greenspan is the Trustee of the ED Trust and has sole voting and investment power over the shares held by the ED Trust. The Reporting Person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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