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NANOMETRICS INC  
Form 8-K  
April 29, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): APRIL 29, 2004

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NANOMETRICS INCORPORATED  
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(Exact name of registrant as specified in its charter)

California	0-13470	94-2276314
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1550 Buckeye Drive, Milpitas, California	95035
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (408) 435-9600

N/a

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(Former name or former address, if changed since last report)

Item 7. Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release, dated April 29, 2004, announcing registrant's first quarter financial results.

Item 9. Regulation FD Disclosure

The information under this Item 9 is being furnished pursuant Item 12 of Form 8-K.

On April 29, 2004, registrant made an earnings release, the text of

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which is set forth in Exhibit 99.1 attached hereto and is being furnished pursuant to Item 12 of Form 8-K.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NANOMETRICS INCORPORATED

/s/ Paul B. Nolan  
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Paul B. Nolan  
Chief Financial Officer  
April 29, 2004

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press Release, dated April 29, 2004, announcing registrant's first quarter financial results.