Dox Joseph F Form 3 May 21, 2007

FORM 3

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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response...

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Reporting Person

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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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NANOMETRICS INC [NANO] Dox Joseph F (Month/Day/Year) 05/17/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O NANOMETRICS (Check all applicable) INCORPORATED, Â 1550 BUCKEYE DRIVE 10% Owner _X__ Director Officer (Street) Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) _X_ Form filed by One Reporting Person MILPITAS, CAÂ 95035 Form filed by More than One

(State)

(City)

Table I - I	Non-Deriv	ative Secu	ırities Ben	eficially (Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	701	D	Â
Common Stock	311	I	See footnote (1)
Common Stock	1,221	I	See footnote (2)

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

(Zip)

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

Expiration Title

Date

2. Date Exercisable and 3. Title and Amount of Securities Underlying **Derivative Security** (Instr. 4)

Amount or

Number of

Shares

Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:

Direct (D)

or Indirect

(I) (Instr. 5)

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

Date

Exercisable

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other Dox Joseph F C/O NANOMETRICS INCORPORATED ÂX Â Â 1550 BUCKEYE DRIVE MILPITAS, CAÂ 95035

Signatures

/s/ Joseph F.

Dox

05/17/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- 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).
- Shares 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.
- Shares 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 **(2)** report shall not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or

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