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NANOMETRICS INC
Form 10-Q/A
October 14, 2005

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

FORM 10-Q/A
Amendment No. 1

(Mark One)

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

For the quarterly period ended July 2, 2005

or

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

For the transition period from _____ to _____

Commission file number: 0-13470

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

California
(State or other jurisdiction of
incorporation or organization)

94-2276314
(I.R.S. Employer
Identification Number)

1550 Buckeye Drive
Milpitas, CA
(Address of principal executive offices)

95035
(Zip Code))

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

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as
defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 1, 2005, there were 12,942,243 shares of common stock, no par

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value, issued and outstanding

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EXPLANATORY NOTE

This quarterly report on Form 10-Q/A constitutes Amendment No. 1 to the quarterly report on Form 10-Q filed by Nanometrics Incorporated for the quarterly period ended July 2, 2005. This Form 10-Q/A is being filed solely to revise the cover page of the original Form 10-Q to indicate that the Registrant is an accelerated filer and to include currently dated certifications. Unaffected items have not been repeated in this Amendment No. 1.

PART II - OTHER INFORMATION

ITEM 6. EXHIBITS

| Exhibit Number ----- | Description ----- |
|----------------------------|---|
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a - 14(a) of the Securities Exchange Act of 1934. |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a - 14(a) of the Securities Exchange Act of 1934. |
| 32.1 | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

SIGNATURES

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

NANOMETRICS INCORPORATED
(Registrant)

By: /s/ John D. Heaton

Name: John D. Heaton
Title: Chief Executive Officer

Dated: October 13, 2005