

HANCOCK JOHN FINANCIAL SERVICES INC
Form SC 13G/A
February 11, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)

Nanometrics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

630077105

(CUSIP Number)

December 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 CUSIP No. 630077105 13G Page 2 of 10

1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

 John Hancock Financial Services, Inc.
 I.R.S. No. 04-3483032

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
 N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

 Delaware

5 SOLE VOTING POWER
 Number of Shares -0-

6 SHARED VOTING POWER
 Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
 Reporting Person With -0-

8 SHARED DISPOSITIVE POWER

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Beneficially Owned by Each 6 SHARED VOTING POWER
-0-

Reporting Person With 7 SOLE DISPOSITIVE POWER
-0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
See line 9, above.

12 TYPE OF REPORTING PERSON*
IC, IA, HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Subsidiaries, LLC
I.R.S. No. 04-2687223

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

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N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|---------------------|---|-------------------|
| | 5 | SOLE VOTING POWER |
| Number of Shares | | -0- |

| | | |
|----------------------------------|---|---------------------|
| | 6 | SHARED VOTING POWER |
| Beneficially Owned by Each | | -0- |

| | | |
|-----------------------------|---|------------------------|
| | 7 | SOLE DISPOSITIVE POWER |
| Reporting Person With | | -0- |

| | | |
|--|---|--------------------------|
| | 8 | SHARED DISPOSITIVE POWER |
| | | -0- |

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

HC

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

The Berkeley Financial Group, LLC
I.R.S. No. 04-3145626

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its direct, wholly-owned subsidiary, John Hancock Advisers, LLC

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

12 TYPE OF REPORTING PERSON*

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HC

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Advisers, LLC
I.R.S. No. 04-2441573

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

N/A

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
Number of Shares -0-

6 SHARED VOTING POWER
Beneficially Owned by Each -0-

7 SOLE DISPOSITIVE POWER
Reporting Person With -0-

8 SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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-0-

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sec. 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

Nanometrics, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices:

1550 Buckeye Drive
Milpitas, CA 95035

Item 2(a) Name of Person Filing:

This filing is made on behalf of John Hancock Financial Services, Inc. ("JHFS"), JHFS's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO"), JHLICO's direct, wholly-owned subsidiary, John Hancock Subsidiaries, LLC ("JHS"), JHS's direct, wholly-owned subsidiary, The Berkeley Financial Group, LLC ("TBFG") and TBFG's direct, wholly-owned subsidiary, John Hancock Advisers, LLC ("JHA").

Item 2(b) Address of the Principal Offices:

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- (c) (i) sole power to vote or to direct the vote: -0-
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of: -0-
- (iv) shared power to dispose or to direct the disposition of: -0-

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

See Item 4.

Item 7 Identification and Classification of the Subsidiary which Acquired

the Security Being Reported on by the Parent Holding Company:

See Items 3 and 4 above.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of a Group:

Not applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

John Hancock Financial Services, Inc.

By: /s/ Antoniette Ricci

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Dated: February 10, 2003
Name: Antoniette Ricci
Title: Assistant Secretary
John Hancock Life Insurance Company
By: /s/ Gregory P. Winn

Name: Gregory P. Winn
Title: Vice President & Treasurer
John Hancock Subsidiaries, LLC
By: /s/ Gregory P. Winn

Name: Gregory P. Winn
Title: Treasurer
The Berkeley Financial Group, LLC
By: /s/ Susan S. Newton

Name: Susan S. Newton
Title: Senior Vice President
John Hancock Advisers, LLC
By: /s/ Susan S. Newton

Name: Susan S. Newton
Title: Senior Vice President

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EXHIBIT A

JOINT FILING AGREEMENT

John Hancock Financial Services, Inc., John Hancock Life Insurance Company, John Hancock Subsidiaries, LLC, The Berkeley Financial Group, LLC and John Hancock Advisers, LLC agree that the Terminated Schedule 13G (Amendment No. 1) to which this Agreement is attached, relating to the Common Stock of Nanometrics Inc is filed on behalf of each of them.

John Hancock Financial Services, Inc.
By: /s/ Antoniette Ricci

Name: Antoniette Ricci
Title: Assistant Secretary
John Hancock Life Insurance Company
By: /s/ Gregory P. Winn

Name: Gregory P. Winn

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Dated: February 10, 2003

Title: Vice President & Treasurer

John Hancock Subsidiaries, LLC

By: /s/ Gregory P. Winn

Name: Gregory P. Winn

Title: Treasurer

Dated: February 10, 2003

The Berkeley Financial Group, LLC

By: /s/ Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: February 10, 2003

John Hancock Advisers, LLC

By: /s/ Susan S. Newton

Name: Susan S. Newton

Title: Senior Vice President

Dated: February 10, 2003

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