

NOVA MEASURING INSTRUMENTS LTD
Form SC 13G
February 11, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Nova Measuring Instruments Ltd.

(Name of Issuer)

Ordinary Shares, par value NIS 0.01

(Title of Class of Securities)

M7516K 10 3

(CUSIP Number)

December 31, 2003

(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.

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. M7516K 10 3 | 13G | Page 2 of 4 Pages |
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| | |
|---|--|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (Entities only) Dr. Giora Dishon |
|---|--|

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| | | |
|---|--|--|
| I.R.S. Identification No. Not Applicable | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/> | |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION Israel | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 5 | SOLE VOTING POWER 646,942 Ordinary Shares |
| | 6 | SHARED VOTING POWER See Item 4 |
| | 7 | SOLE DISPOSITIVE POWER 810,275 Ordinary Shares In addition to 646,942 Ordinary Shares the Reporting Person is the beneficial owner of 107,500 ordinary shares held by a trustee according to the tax laws of the State of Israel, and an option exercisable within 60 days to purchase additional 55,833 ordinary shares. |
| | 8 | SHARED DISPOSITIVE POWER See Item 4 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 810,275 Ordinary Shares | |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input checked="" type="checkbox"/> (See instructions) | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 Approximately 5.3 % | |
| 12 | TYPE OF REPORTING PERSON (See instructions) IN | |

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Item 1.

This Schedule 13G relates to Nova Measuring Instruments Ltd., a company organized under the laws of the State of Israel (the Issuer), whose address is: Weizman Scientific Park P.O. Box 266, Rehovot, Israel 76100.

Item 2.

This Schedule 13G is filed by Dr. Giora Dishon an individual with an Israeli Citizenship, with address c/o Nova measuring Instruments Ltd. Weizmann Scientific Park P.O. Box 266, Rehovot, Israel 76100.

This Schedule is filed with respect to Ordinary Shares, par value NIS 0.01, of the Issuer whose CUSIP Number is M7516K 10 3.

Item 3.

Not Applicable.

Item 4. Ownership

Item 3.

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The Issuer has advised the Reporting Person that as of December 31, 2003, there were 15,117,538 outstanding Ordinary Shares of the Issuer. As of December 31, 2003, the Reporting Person was the owner (including shares beneficially held for the Reporting Person) of 810,275 Ordinary Shares, or approximately 5.3% of the outstanding Ordinary Shares of the Issuer.

Item 5. Ownership of 5 Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than 5 Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

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Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certifications

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dr. Giora Dishon

February 8, 2004

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

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