

NEWPORT CORP
Form 4
November 09, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 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 Person *
DEUSTER ROBERT G

(Last) (First) (Middle)
1791 DEERE AVENUE
(Street)

IRVINE, CA 92606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEWPORT CORP [NEWP]

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2006		M ⁽¹⁾		59,900	A	\$ 4.4583 134,900
Common Stock	11/07/2006		S ⁽¹⁾		4,900	D	\$ 22.0008 130,000
Common Stock	11/07/2006		S ⁽¹⁾		10,000	D	\$ 22.01 120,000
Common Stock	11/07/2006		S ⁽¹⁾		5,000	D	\$ 22.03 115,000
Common Stock	11/07/2006		S ⁽¹⁾		5,000	D	\$ 22.04 110,000

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Common Stock	11/07/2006	S ⁽¹⁾	5,000	D	\$ 22.09	105,000	D	
Common Stock	11/07/2006	S ⁽¹⁾	5,000	D	\$ 22.14	100,000	D	
Common Stock	11/07/2006	S ⁽¹⁾	5,000	D	\$ 22.19	95,000	D	
Common Stock	11/07/2006	S ⁽¹⁾	19,473	D	\$ 22	75,527	D	
Common Stock	11/07/2006	S ⁽¹⁾	527	D	\$ 22.24	75,000	D	
Common Stock	11/08/2006	M ⁽¹⁾	100	A	\$ 4.4583	75,100	D	
Common Stock	11/08/2006	S ⁽¹⁾	100	D	\$ 22.01	75,000	D	
Common Stock						141,742	I	Held in family trust ⁽²⁾
Common Stock						15,000	I	Held in deferred compensation plan ⁽³⁾
Common Stock						700	I	Held by son ⁽⁴⁾
Common Stock						700	I	Held by daughter ⁽⁵⁾

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Stock Option (right to buy)	\$ 4.4583	11/07/2006	<u>M</u> (1)	59,900	<u>(6)</u>	01/01/2008	Common Stock	59,900
Stock Option (right to buy)	\$ 4.4583	11/08/2006	<u>M</u> (1)	100	<u>(6)</u>	01/01/2008	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEUSTER ROBERT G 1791 DEERE AVENUE IRVINE, CA 92606	X		Chairman & CEO	

Signatures

Jeffrey B. Coyne, Sr. VP and General Counsel, as attorney-in-fact for reporting person 11/09/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by reporting person on May 4, 2006.
- (2) Shares are held by reporting person and his spouse as trustees of a family trust.
- (3) Shares are held in issuer's Deferred Compensation Plan for the benefit of reporting person.
- (4) Shares are held by reporting person's son, and reporting person disclaims beneficial ownership in such shares.
- (5) Shares are held by reporting person's daughter, and reporting person disclaims beneficial ownership in such shares.
- (6) Option vested in full on January 2, 2002.

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.