

DEUSTER ROBERT G

Form 4

February 07, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(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)
02/03/2006

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	02/03/2006		M ⁽¹⁾		10,000	A	\$ 3.2083 10,000
Common Stock	02/03/2006		S ⁽¹⁾		5,000	D	\$ 18.35 5,000
Common Stock	02/03/2006		S ⁽¹⁾		2,500	D	\$ 18.7 2,500
Common Stock	02/03/2006		S ⁽¹⁾		2,500	D	\$ 18.33 0
Common Stock	02/06/2006		M ⁽¹⁾		10,000	A	\$ 3.2083 10,000

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Common Stock	02/06/2006	S ⁽¹⁾	2,500	D	\$ 18.3	7,500	D	
Common Stock	02/06/2006	S ⁽¹⁾	2,500	D	\$ 18.27	5,000	D	
Common Stock	02/06/2006	S ⁽¹⁾	2,500	D	\$ 18.2508	2,500	D	
Common Stock	02/06/2006	S ⁽¹⁾	2,500	D	\$ 18.25	0	D	
Common Stock						15,000	I	Held in deferred compensation plan ⁽²⁾
Common Stock						200	I	Held by son ⁽³⁾
Common Stock						200	I	Held by daughter ⁽⁴⁾
Common Stock						142,742	I	Held in family trust ⁽⁵⁾

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

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(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 3.2083	02/03/2006		M ⁽¹⁾		10,000		05/01/2000	04/30/2006	Common Stock	10,000
Stock option (right to	\$ 3.2083	02/06/2006		M ⁽¹⁾		10,000		05/01/2000	04/30/2006	Common Stock	10,000

buy)

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

02/07/2006

__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) Transaction was effected pursuant to a Rule 10b5-1 trading plan established by reporting person on May 19, 2005.
- (2) Shares are held in issuer's Deferred Compensation Plan.
- (3) Shares are held by reporting person's son, and reporting person disclaims beneficial ownership in such shares.
- (4) Shares are held by reporting person's daughter, and reporting person disclaims beneficial ownership in such shares.
- (5) Shares are held by reporting person and his spouse as trustees of a family trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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