

NEWPORT CORP
Form 5
February 09, 2007

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/30/2006

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Amount Price | | | |
| Common Stock | 12/04/2006 | Â | G ⁽¹⁾ | 1,000 D \$ 0 | 140,742 | I | Held in family trust ⁽²⁾ |
| Common Stock | 12/04/2006 | Â | G ⁽¹⁾ | 500 A \$ 0 | 1,200 | I | Held by son ⁽³⁾ |
| Common Stock | 12/04/2006 | Â | G ⁽¹⁾ | 500 A \$ 0 | 1,200 | I | Held by daughter ⁽⁴⁾ |
| Common Stock | Â | Â | Â | Â Â Â | 15,000 | I | Held in Deferred |

| | | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|---|----------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 75,000 | D | Â | Compensation Plan ⁽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. Price of Derivative Security (Instr. 5) | 9. of |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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

Signatures

Jeffrey B. Coyne, Sr. VP & General Counsel, as attorney-in-fact for reporting person

02/09/2007

__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) 500 shares were transferred by gift to each of reporting person's son and daughter.
- (2) Shares are held by reporting person and his spouse as trustees of a family trust.
- (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.

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(5) Shares are held in issuer's Deferred Compensation Plan for the benefit of reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.