SPIEGEL GARY J Form 4

December 31, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

**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(b).

Stock

Stock

Stock

Common

Common

12/28/2012

12/28/2012

(Print or Type Responses)

1. Name and Address of Reporting Person * SPIEGEL GARY J		2. Issuer Name and Ticker or Trading Symbol				5	5. Relationship of Reporting Person(s) to Issuer			
(Lost)	(First)	(Middle)	NEWPORT CORP [NEWP]				(Check all applicable)			
(Last) 1791 DEER	E AVENUE	(Middle)		e of Earliest Transaction h/Day/Year) 7/2012				Director _X_ Officer (give below) SVP, Sale		Owner r (specify Dev.
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
IRVINE, CA	A 92606							Form filed by M Person	Iore than One Rep	porting
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any		Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D) 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)
Common Stock	12/27/2012			Code V  M(1)	Amount 738	(D)	Price \$ 11.27	58,272	D	
Common Stock	12/27/2012			S <u>(1)</u>	738	D	\$ 13	57,534	D	
Common Stock	12/28/2012			M <u>(1)</u>	25,162	A	\$ 11 27	82,696	D	

 $M_{\underline{1}}^{(1)}$ 

**S**(1)

7,819

32,981 D

11.27

\$ 13

90,515

57,534

D

D

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Common			Held in
Stock	5,028	I	family
Stock			trust <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(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 onDerivative Securities (Month/Day/Year)  Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year)		Amour Securit 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 11.27	12/27/2012		M <u>(1)</u>	738	(3)	02/23/2013	Common Stock	73
Non-Qualified Stock Option (right to buy)	\$ 11.27	12/28/2012		M <u>(1)</u>	25,162	(3)	02/23/2013	Common Stock	25,
Incentive Stock Option (right to buy)	\$ 11.27	12/28/2012		M(1)	7,819	(3)	02/23/2013	Common Stock	7,8

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer and the same	Director	10% Owner	Officer	Other		
SPIEGEL GARY J						

1791 DEERE AVENUE IRVINE, CA 92606 SVP, Sales, Mktg & Bus Dev.

### **Signatures**

/s/ Jeffrey B. Coyne, SVP & General Counsel, as attorney-in-fact for reporting person 12/31/2012

\*\*Signature of Reporting Person Date

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#### **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 November 13, 2012.
- (2) Shares are held by reporting person and his spouse as trustees of a family trust.
- (3) Option became fully vested on February 24, 2007.

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.