

SPIEGEL GARY J

Form 4

December 27, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SPIEGEL GARY J

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1791 DEERE AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
12/24/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

SVP, Sales, Mktg & Bus Dev.

(Street)

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
____ Form filed by More than One Reporting
Person

IRVINE, CA 92606

(City) (State) (Zip)

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	12/24/2012		M ⁽¹⁾		29,100	A	\$ 11.27	85,465 D
Common Stock	12/24/2012		M ⁽¹⁾		9,431	A	\$ 11.27	94,896 D
Common Stock	12/24/2012		S ⁽¹⁾		38,531	D	\$ (2) 12.8215	56,365 D
Common Stock	12/26/2012		M ⁽¹⁾		1,169	A	\$ 11.27	57,534 D
Common Stock								5,028 I
								Held in family

trust ⁽³⁾

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.27	12/24/2012		M ⁽¹⁾	29,100	⁽⁴⁾ 02/23/2013	Common Stock	29,100
Incentive Stock Option (right to buy)	\$ 11.27	12/24/2012		M ⁽¹⁾	9,431	⁽⁴⁾ 02/23/2013	Common Stock	9,431
Incentive Stock Option (right to buy)	\$ 11.27	12/26/2012		M ⁽¹⁾	1,169	⁽⁴⁾ 02/23/2013	Common Stock	1,169

Reporting Owners

Reporting Owner Name / Address	Relationships
	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

12/27/2012

 **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 November 13, 2012.

Reflects the weighted-average sale price for an aggregate of 38,531 shares sold in multiple transactions at prices ranging from \$12.70 to

(2) \$13.13 per share. Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(3) Shares are held by reporting person and his spouse as trustees of a family trust.

(4) 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.

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