

NEWPORT CORP
Form 4
November 06, 2013

FORM 4 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).

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 *
PHILLIPPY ROBERT 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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/04/2013

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

IRVINE, CA 92606

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

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/04/2013		M ⁽¹⁾	5,000 A \$ 16.91	226,645 ⁽²⁾	D	
Common Stock	11/04/2013		S ⁽¹⁾	5,000 D \$ 17.4	221,645	D	
Common Stock	11/05/2013		M ⁽¹⁾	3,073 A \$ 16.91	224,718	D	
Common Stock	11/05/2013		S ⁽¹⁾	3,073 D \$ 17.404 ⁽³⁾	221,645	D	
Common Stock					51,714	I	Held in family

trust ⁽⁴⁾

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)	Amount or Number of Shares
Nonqualified Stock Option (right to buy)	\$ 16.91	11/04/2013		M ⁽¹⁾	5,000	⁽⁵⁾ 01/01/2014	Common Stock	5,000
Nonqualified Stock Option (right to buy)	\$ 16.91	11/05/2013		M ⁽¹⁾	3,073	⁽⁵⁾ 01/01/2014	Common Stock	3,073

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PHILLIPPY ROBERT J 1791 DEERE AVENUE IRVINE, CA 92606	X		President & CEO	

Signatures

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

11/06/2013

⁽¹⁾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).

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- (1) Transaction was effected pursuant to a Rule 10b5-1 trading plan established by reporting person on September 11, 2013.
- (2) Includes 508 shares acquired through the issuer's Employee Stock Purchase Plan on June 30, 2013.

Reflects the weighted-average sale price for an aggregate of 3,073 shares sold in multiple transactions at prices ranging from \$17.40 to

- (3) \$17.409 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.
- (4) Shares are held by reporting person and his spouse as trustees of a family trust.
- (5) Option became fully vested on January 2, 2008.

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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