

DEUSTER ROBERT G
Form 4
May 03, 2007

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 *
DEUSTER ROBERT G

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)
05/01/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & 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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/01/2007		M	77,500 A \$ 4.4583	143,563	D	
Common Stock	05/01/2007		F(1)	25,697 D \$ 15.58	117,866	D	
Common Stock					140,742	I	Held in family trust ⁽²⁾
Common Stock					15,000	I	Held in Deferred Compensation Plan ⁽³⁾
					1,200	I	Held by son ⁽⁴⁾

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Shares have been withheld in satisfaction of reporting person's tax withholding obligations resulting from the exercise of a stock option on May 1, 2007. Such stock option had been previously granted to reporting person in accordance with Rule 16b-3(d).

- (2) Shares are held by reporting person and his spouse as trustees of a family trust.
- (3) Shares are held in issuer's Deferred Compensation Plan for the benefit of reporting person.
- (4) Shares are held by reporting person's son, and reporting person disclaims beneficial ownership in such shares.
- (5) Shares are held by reporting person's daughter, and reporting person disclaims beneficial ownership in such shares.
- (6) Option vested in full on January 2, 2002.

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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