

SPIEGEL GARY J  
 Form 4  
 December 27, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 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  
 (Street)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 SVP, Sales, Mktg & Bus Dev.

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

trust <sup>(3)</sup>

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.27	12/24/2012		M <sup>(1)</sup>	29,100	<sup>(4)</sup> 02/23/2013	Common Stock	29,100
Incentive Stock Option (right to buy)	\$ 11.27	12/24/2012		M <sup>(1)</sup>	9,431	<sup>(4)</sup> 02/23/2013	Common Stock	9,431
Incentive Stock Option (right to buy)	\$ 11.27	12/26/2012		M <sup>(1)</sup>	1,169	<sup>(4)</sup> 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 &amp; 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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