

SPIEGEL GARY J
Form 4
December 31, 2012

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 *
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)
12/27/2012

____ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/27/2012		M ⁽¹⁾		738	A	\$ 11.27
Common Stock	12/27/2012		S ⁽¹⁾		738	D	\$ 13
Common Stock	12/28/2012		M ⁽¹⁾		25,162	A	\$ 11.27
Common Stock	12/28/2012		M ⁽¹⁾		7,819	A	\$ 11.27
Common Stock	12/28/2012		S ⁽¹⁾		32,981	D	\$ 13

Common Stock	5,028	I	Held in family trust ⁽²⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1474
(9-02)

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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
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 11.27	12/27/2012		<u>M</u> ⁽¹⁾	738	<u>(3)</u> 02/23/2013	Common Stock	73
Non-Qualified Stock Option (right to buy)	\$ 11.27	12/28/2012		<u>M</u> ⁽¹⁾	25,162	<u>(3)</u> 02/23/2013	Common Stock	25,162
Incentive Stock Option (right to buy)	\$ 11.27	12/28/2012		<u>M</u> ⁽¹⁾	7,819	<u>(3)</u> 02/23/2013	Common Stock	7,819

Reporting Owners

Reporting Owner Name / Address	Relationships				
SPIEGEL GARY J 1791 DEERE AVENUE IRVINE, CA 92606	<table border="0" style="width: 100%;"> <tr> <td style="text-align: left;">Director</td> <td style="text-align: left;">10% Owner</td> <td style="text-align: left;">Officer</td> <td style="text-align: left;">Other</td> </tr> </table>	Director	10% Owner	Officer	Other
Director	10% Owner	Officer	Other		
	SVP, Sales, Mktg & Bus Dev.				

Signatures

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

(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.