

COYNE JEFFREY B
Form 4
January 30, 2013

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 *
COYNE JEFFREY B

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)
01/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, General Counsel & Sec.

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 or Price | | |
| Common Stock | 01/28/2013 | | M ⁽¹⁾ | | 6,649 A \$ 11.27 | 64,815 | D |
| Common Stock | 01/28/2013 | | S ⁽¹⁾ | | 6,649 D \$ 14.5078 | 58,166 | D |
| Common Stock | 01/29/2013 | | M ⁽¹⁾ | | 2,351 A \$ 11.27 | 60,517 | D |
| Common Stock | 01/29/2013 | | M ⁽¹⁾ | | 6,950 A \$ 11.27 | 67,467 | D |
| Common Stock | 01/29/2013 | | S ⁽¹⁾ | | 9,301 D \$ 14.5259 | 58,166 | D |

(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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) | \$ 11.27 | 01/28/2013 | | M ⁽¹⁾ | 6,649 | ⁽⁴⁾ 02/23/2013 | Common Stock | 6,649 |
| Nonqualified Stock Option (right to buy) | \$ 11.27 | 01/29/2013 | | M ⁽¹⁾ | 2,351 | ⁽⁴⁾ 02/23/2013 | Common Stock | 2,351 |
| Incentive Stock Option (right to buy) | \$ 11.27 | 01/29/2013 | | M ⁽¹⁾ | 6,950 | ⁽⁴⁾ 02/23/2013 | Common Stock | 6,950 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COYNE JEFFREY B 1791 DEERE AVENUE IRVINE, CA 92606 | | | Sr. VP, General Counsel & Sec. | |

Signatures

/s/ Jeffrey B. Coyne 01/30/2013

**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 March 14, 2012.

Reflects the weighted-average sale price for an aggregate of 6,649 shares sold in multiple transactions at prices ranging from \$14.50 to

(2) \$14.53 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.

Reflects the weighted-average sale price for an aggregate of 9,301 shares sold in multiple transactions at prices ranging from \$14.50 to

(3) \$14.59 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) 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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