

SPIEGEL GARY J
 Form 4
 February 14, 2011

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)
 02/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/10/2011 | | M | 10,000 | A \$ 13.16 | 73,920 | D |
| Common Stock | 02/10/2011 | | S | 10,000 | D \$ 17.0561 | 63,920 | D |
| Common Stock | 02/11/2011 | | M | 5,000 | A \$ 13.16 | 68,920 | D |
| Common Stock | 02/11/2011 | | S | 5,000 | D \$ 16.8619 | 63,920 | D |
| | | | | | | 5,028 | I |

Common
Stock

Held in
family
trust ⁽³⁾

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

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock option (right to buy) | \$ 13.16 | 02/10/2011 | | M | 10,000 | ⁽⁴⁾ 09/17/2011 | Common Stock | 10,000 |
| Stock option (right to buy) | \$ 13.16 | 02/11/2011 | | M | 5,000 | ⁽⁴⁾ 09/17/2011 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPIEGEL GARY J 1791 DEERE AVENUE IRVINE, CA 92606 | | | VP, Sales, Mktg & Bus. Dev. | |

Signatures

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

02/14/2011

__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).

Reflects the weighted-average sale price for an aggregate of 10,000 shares sold in multiple transactions at prices ranging from \$17.05 to

(1) \$17.08 per share. Reporting person undertakes to provide upon request by 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 5,000 shares sold in multiple transactions at prices ranging from \$16.85 to

(2) \$16.965 per share. Reporting person undertakes to provide upon request by 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 vested in full on September 18, 2005.

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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