

Werth Dennis L
Form 3
May 24, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Werth Dennis L		(Month/Day/Year)	NEWPORT CORP [NEWP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/15/2012		
1791 DEERE AVENUE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
IRVINE, CA 92606			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
			Senior Vice President, PCSB	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	46,196 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of	Derivative Security	Security:	

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				Shares		(I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	02/22/2015	Common Stock	10,000	\$ 13.46	D	Â
Stock Appreciation Right (Stock-Settled)	Â (3)	03/20/2016	Common Stock	27,510	\$ 4.18	D	Â
Stock Appreciation Right (Stock-Settled)	Â (4)	03/31/2017	Common Stock	9,510	\$ 12.47	D	Â
Stock Appreciation Right (Stock-Settled)	Â (5)	05/17/2018	Common Stock	6,840	\$ 17.06	D	Â
Stock Appreciation Right (Stock-Settled)	Â (6)	04/12/2019	Common Stock	9,630	\$ 17.12	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Werth Dennis L 1791 DEERE AVENUE IRVINE, CA 92606	Â	Â	Â Senior Vice President, PCSB	Â

Signatures

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

05/24/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Includes outstanding restricted stock units (RSUs) representing the right to receive upon vesting a total of 17,360 shares of the issuer's common stock. Such RSUs were awarded and vest as follows: 3,170 RSUs awarded in 2010 vest in full on March 31, 2013; 4,560 RSUs awarded in 2011 vest in two remaining equal installments on March 31, 2013 and March 31, 2014; and 9,630 RSUs awarded in 2012 vest in three equal installments on March 31, 2013, March 31, 2014 and March 31, 2015. The vesting of the 9,630 RSUs awarded in 2012 is subject to the achievement by the issuer of a specified financial performance goal for 2012.
- (1) awarded in 2011 vest in two remaining equal installments on March 31, 2013 and March 31, 2014; and 9,630 RSUs awarded in 2012 vest in three equal installments on March 31, 2013, March 31, 2014 and March 31, 2015. The vesting of the 9,630 RSUs awarded in 2012 is subject to the achievement by the issuer of a specified financial performance goal for 2012.
 - (2) Option vested in equal 25% annual installments and became fully vested on February 23, 2009.
 - (3) Stock appreciation right vested in equal one-third annual installments and became fully vested on March 20, 2012.
 - (4) Stock appreciation right vests in equal one-third installments. The first two one-third installments vested on March 31, 2011 and March 31, 2012, and the remaining one-third installment vests on March 31, 2013.
 - (5) Stock appreciation right vests in equal one-third installments. The first one-third installment vested on March 31, 2012, and the remaining two one-third installments vest on March 31, 2013 and March 31, 2014.
 - (6) Stock appreciation right vests in equal one-third installments on March 31, 2013, March 31, 2014 and March 31, 2015.

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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