

NEWPORT CORP
Form 4
November 12, 2013

FORM 4

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

OMB APPROVAL

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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 *
CARGILE CHARLES F

(Last) (First) (Middle)
1791 DEERE AVENUE
(Street)

IRVINE, CA 92606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEWPORT CORP [NEWP]

3. Date of Earliest Transaction (Month/Day/Year)
11/08/2013

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, CFO and Treasurer

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | (D) | Price | | | |
| Common Stock | 11/08/2013 | | M | | 15,000 | A | \$ 16.91 | 120,714 ⁽¹⁾ | D | |
| Common Stock | 11/08/2013 | | S | | 15,000 | D | \$ 17.1641 | 105,714 | D | |
| Common Stock | 11/08/2013 | | S | | 7,000 | D | \$ 17.1715 | 98,714 | D | |
| Common Stock | 11/08/2013 | | S | | 3,000 | D | \$ 16.9757 | 1,000 | I | Held in family trust ⁽⁵⁾ |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------------------------|---------|---|---------------------------------|
| Common Stock | 11/11/2013 | M | 16,083 | A | \$ 16.91 | 114,797 | D | |
| Common Stock | 11/11/2013 | S | 16,083 | D | \$ 17.3652 <u>(6)</u> | 98,714 | D | |
| Common Stock | 11/11/2013 | M | 167 | A | \$ 16.91 | 98,881 | D | |
| Common Stock | 11/12/2013 | S | 1,499 | D | \$ 17.4 | 97,382 | D | |
| Common Stock | | | | | | 1,000 | I | Held in family trust <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | \$ 16.91 | 11/08/2013 | | M | 15,000 | <u>(7)</u> 01/01/2014 | Common Stock | 15,000 |
| Stock option (right to buy) | \$ 16.91 | 11/11/2013 | | M | 16,083 | <u>(7)</u> 01/01/2014 | Common Stock | 16,083 |
| Stock option (right to buy) | \$ 16.91 | 11/11/2013 | | M | 167 | <u>(7)</u> 01/01/2014 | Common Stock | 167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CARGILE CHARLES F 1791 DEERE AVENUE IRVINE, CA 92606 | | | SVP, CFO and Treasurer | |

Signatures

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

11/12/2013

__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) Includes a total of 848 shares acquired through the issuer's Employee Stock Purchase Plan on June 30, 2013 and September 30, 2013.

Reflects the weighted-average sale price for an aggregate of 15,000 shares sold in multiple transactions at prices ranging from \$17.06 to \$17.36 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) \$17.26 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 3,000 shares sold in multiple transactions at prices ranging from \$16.90 to

(4) \$17.04 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.

(5) Shares are held by reporting person and his spouse as trustees of a family trust.

Reflects the weighted-average sale price for an aggregate of 16,083 shares sold in multiple transactions at prices ranging from \$17.305 to

(6) \$17.42 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.

(7) Option became fully vested on January 2, 2008.

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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