

DEUSTER ROBERT G
Form 4
October 27, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DEUSTER ROBERT G

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)
10/26/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

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 | 10/26/2006 | | M ⁽¹⁾ | | 85,400 A \$ 4.4583 | 160,400 | D |
| Common Stock | 10/26/2006 | | S ⁽¹⁾ | | 5,000 D \$ 20.7 | 155,400 | D |
| Common Stock | 10/26/2006 | | S ⁽¹⁾ | | 10,000 D \$ 20.6532 | 145,400 | D |
| Common Stock | 10/26/2006 | | S ⁽¹⁾ | | 1,300 D \$ 20.6015 | 144,100 | D |
| Common Stock | 10/26/2006 | | S ⁽¹⁾ | | 5,000 D \$ 20.6 | 139,100 | D |

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| | | | | | | | | |
|--------------|------------|--------------|--------|---|------------|---------|---|---|
| Common Stock | 10/26/2006 | <u>S</u> (1) | 3,700 | D | \$ 20.58 | 135,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 20.5 | 130,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 20.45 | 125,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 20.44 | 120,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 20.4017 | 115,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 10,000 | D | \$ 20.4 | 105,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 20.3161 | 100,400 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 400 | D | \$ 21.07 | 100,000 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 21.06 | 95,000 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 10,000 | D | \$ 21.04 | 85,000 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 21.02 | 80,000 | D | |
| Common Stock | 10/26/2006 | <u>S</u> (1) | 5,000 | D | \$ 21 | 75,000 | D | |
| Common Stock | | | | | | 141,742 | I | Held in family trust ⁽²⁾ |
| Common Stock | | | | | | 15,000 | I | Held in deferred compensation plan ⁽³⁾ |
| Common Stock | | | | | | 700 | I | Held by son ⁽⁴⁾ |
| Common Stock | | | | | | 700 | I | Held by daughter ⁽⁵⁾ |

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)

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| 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) | \$ 4.4583 | 10/26/2006 | | M ⁽¹⁾ | 85,400 | ⁽⁶⁾ 01/01/2008 | Common Stock | 85,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| DEUSTER ROBERT G 1791 DEERE AVENUE IRVINE, CA 92606 | X | | Chairman & CEO | |

Signatures

Jeffrey B. Coyne, Sr. VP and General Counsel, as attorney-in-fact for reporting person 10/27/2006

**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) The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by reporting person on May 4, 2006.
- (2) Shares are held by reporting person and his spouse as trustees of a family trust.
- (3) Shares are held in issuer's Deferred Compensation Plan for the benefit of reporting person.
- (4) Shares are held by reporting person's son, and reporting person disclaims beneficial ownership in such shares.
- (5) Shares are held by reporting person's daughter, and reporting person disclaims beneficial ownership in such shares.
- (6) Option vested in full on January 2, 2002.

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.