

PHILLIPPY ROBERT J
Form 4
May 03, 2006

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 *
PHILLIPPY ROBERT 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)
05/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President & COO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/01/2006 | | M | A | \$ 2.9167 | 11,703 | D |
| Common Stock | 05/01/2006 | | M | A | \$ 4.4583 | 82,953 | D |
| Common Stock | 05/01/2006 | | S | D | \$ 19.03 | 67,953 | D |
| Common Stock | 05/01/2006 | | S | D | \$ 19 | 57,953 | D |
| Common Stock | 05/01/2006 | | S | D | \$ 19.025 | 27,953 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|----------------------|---|---------------------------------------------------|
| Common Stock | 05/01/2006 | S | 20,000 | D | \$ 19.01 | 7,953 ⁽¹⁾ | D | |
| Common Stock | | | | | | 24,214 | I | Held in family trust ⁽²⁾ |
| Common Stock | | | | | | 7,500 | I | Held in deferred compensation plan ⁽³⁾ |

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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Stock option (right to buy) | \$ 2.9167 | 05/01/2006 | | M | 3,750 | ⁽⁴⁾ 01/01/2007 | Common Stock | 3,750 |
| Stock option (right to buy) | \$ 4.4583 | 05/01/2006 | | M | 71,250 | ⁽⁵⁾ 01/01/2008 | Common Stock | 71,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| PHILLIPPY ROBERT J 1791 DEERE AVENUE IRVINE, CA 92606 | | | President & COO | |

Signatures

Jeffrey B. Coyne, Sr. VP & General Counsel, as attorney-in-fact for reporting person

05/03/2006

__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) Includes an aggregate of 4,484 shares acquired through issuer's employee stock purchase plan during the period of March 31, 2004 through March 31, 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) Option vested in full on January 2, 2001.
- (5) 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.