

NEWPORT CORP  
Form 4  
February 12, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
**02/10/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & 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  | (A) or (D)   | Price   |
| Common Stock                    | 02/10/2015                           |  | M <sup>(1)</sup>               |   | 83,400  | A  | \$ 4.18   |
| Common Stock                    | 02/10/2015                           |  | D <sup>(1)(2)</sup>            |   | 17,131  | D  | \$ 20.35  |
| Common Stock                    | 02/11/2015                           |  | S <sup>(1)</sup>               |   | 47,580  | D  | \$ 20.3035  |
| Common Stock                    | 02/12/2015                           |  | S <sup>(1)</sup>               |   | 18,689  | D  | \$ 20.2035  |
|                                 |                                      |  |                                |   |   |  | 51,714  |
|                                 |                                      |  |                                |   |   |  | I   |

Common  
Stock

Held in  
family  
trust <sup>(5)</sup>

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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock-settled stock appreciation right     | \$ 4.18  | 02/10/2015                           |  | M <sup>(1)</sup>               | 83,400  | <sup>(6)</sup> 03/20/2016                                | Common Stock  | 83,400                     |

## Reporting Owners

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

## Signatures

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

02/12/2015

\*\*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) Transaction was effected pursuant to a Rule 10b5-1 trading plan established by reporting person on September 11, 2014.

(2) Reflects the disposition of shares to the issuer deemed to occur upon the exercise of a stock appreciation right (such shares having a total value at the time of exercise equal to the aggregate base value of the stock appreciation right).

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- Reflects the weighted-average sale price for an aggregate of 47,580 shares sold in multiple transactions at prices ranging from \$20.21 to
- (3) \$20.46 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 18,689 shares sold in multiple transactions at prices ranging from \$20.09 to
- (4) \$20.36 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.
  - (5) Shares are held by reporting person and his spouse as trustees of a family trust.
  - (6) Stock appreciation right became fully vested on March 20, 2012.

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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