NEWPORT CORP
Form 4
March 07, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DEUSTER ROBERT G

(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)
03/06/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	(A) or (D)	Price			
Common Stock	03/06/2006		M(1)		2,500	A	$ 4.4583	2,500	D	
Common Stock	03/06/2006		S(1)		2,500	D	$ 20.01	0	D	
Common Stock	03/06/2006		G(2)	V	500	D	$ 0	142,242	I	Held in family trust (4)
Common Stock	03/06/2006		G(3)	V	500	D	$ 0	141,742	I	Held in family trust (4)
Common Stock	03/06/2006		G(2)	V	500	A	$ 0	700	I	Held by son (5)

Common Stock	03/06/2006		G[3]	V	500	A	$ 0	700	I	Held by daughter [6]
Common Stock								15,000	I	Held in deferred compensation plan [7]

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

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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock option (right to buy)	$ 4.4583	03/06/2006		M[1]			2,500	01/02/2002	01/01/2008	Common Stock	2,500	

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 — 03/07/2006

**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) Transaction was effected pursuant to a Rule 10b5-1 trading plan established by reporting person on May 19, 2005.

(2) Shares were transferred by gift by reporting person and his spouse, as trustees of a family trust, to reporting person's son.

(3) Shares were transferred by gift by reporting person and his spouse, as trustees of a family trust, to reporting person's daughter.

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

(5) Shares are held by reporting person's son, and reporting person disclaims beneficial ownership in such shares.

(6) Shares are held by reporting person's daughter, and reporting person disclaims beneficial ownership in such shares.

(7) Shares are held in issuer's Deferred Compensation Plan.

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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