

COYNE JEFFREY B
Form 4
March 24, 2009

FORM 4

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

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COYNE JEFFREY B

(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)
03/20/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Sr. VP, General Counsel & Sec.

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)
Common Stock	03/20/2009		D	(A) or (D) 26,200 (1)	\$ 0 56,628	D	
Common Stock	03/20/2009		A	(A) or (D) 33,420 (2)	\$ 0 90,048 (3)	D	

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.**

SEC 1474
(9-02)

Edgar Filing: COYNE JEFFREY B - Form 4

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right (Stock-Settled)	\$ 4.18	03/20/2009		A	33,420	<u>(4)</u> 03/19/2016	Common Stock	33,

Reporting Owners

Reporting Owner Name / Address	Relationships
COYNE JEFFREY B 1791 DEERE AVENUE IRVINE, CA 92606	Director 10% Owner Officer Sr. VP, General Counsel & Sec.

Signatures

Jeffrey B.
Coyne

03/24/2009

**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) Disposition represents the forfeiture of performance-based restricted stock units due to non-achievement by the issuer of the applicable financial performance goals.

(2) Consists of restricted stock units representing the right to receive upon vesting a total of 33,420 shares of the issuer's common stock. Such restricted stock units vest in equal installments on the first three anniversaries of the grant date subject to the achievement by the issuer of a specified financial performance goal for 2009.

(3) Includes 759 shares acquired through the issuer's Employee Stock Purchase Plan on March 31, 2008.

(4) Stock appreciation right vests in equal installments on the first three anniversaries of the grant date subject to the achievement by the issuer of a specified financial performance goal for 2009.

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.