

DEUSTER ROBERT G  
Form 4  
February 02, 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 \*  
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)  
01/31/2006

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

IRVINE, CA 92606  
  
(City) (State) (Zip)

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

**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	01/31/2006		M		101,500	A	\$ 3.2083	D
Common Stock	01/31/2006		G <sup>(1)</sup>	V	101,500	D	\$ 0	0 D
Common Stock	01/31/2006		G <sup>(1)</sup>	V	101,500	A	\$ 0	203,950 I Held in family trust <sup>(2)</sup>
Common Stock	01/31/2006		F <sup>(3)</sup>		51,238	D	\$ 16.97	152,712 I Held in family trust <sup>(2)</sup>
Common Stock	01/31/2006		F <sup>(4)</sup>		9,970	D	\$ 16.97	142,742 I Held in family trust <sup>(2)</sup>

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Common Stock	02/02/2006		M <sup>(5)</sup>	10,000	A	\$ 3.2083	10,000	D	
Common Stock	02/02/2006		S <sup>(5)</sup>	5,000	D	\$ 18.27	5,000	D	
Common Stock	02/02/2006		S <sup>(5)</sup>	2,500	D	\$ 18.24	2,500	D	
Common Stock	02/02/2006		S <sup>(5)</sup>	2,500	D	\$ 18.01	0	D	
Common Stock							15,000	I	Held in deferred compensation plan <sup>(6)</sup>
Common Stock							200	I	Held by son <sup>(7)</sup>
Common Stock							200	I	Held by daughter <sup>(8)</sup>
Common Stock							142,742	I	Held in family trust <sup>(2)</sup>

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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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock option (right to buy)	\$ 3.2083	01/31/2006		M <sup>(5)</sup>	101,500	05/01/2000	04/30/2006	Common Stock	101,500
Stock option (right to buy)	\$ 3.2083	02/02/2006		M <sup>(5)</sup>	10,000	05/01/2000	04/30/2006	Common Stock	10,000

## 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

02/02/2006

\_\_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) Shares were transferred by reporting person to reporting person and his spouse as trustees of a family trust.

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

(3) Shares owned by reporting person were surrendered to the issuer in payment of the exercise price and tax withholding obligations resulting from the exercise of a stock option issued to reporting person in accordance with Rule 16b-3.

(4) Shares owned by reporting person were surrendered to the issuer in payment of tax withholding obligations resulting from the distribution of restricted stock to reporting person from the issuer's Deferred Compensation Plan. Such restricted stock was issued to reporting person in accordance with Rule 16b-3.

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

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

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

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

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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