

SPIEGEL GARY J
 Form 4
 April 16, 2012

FORM 4

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

OMB APPROVAL

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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 *
 SPIEGEL GARY 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)
 04/12/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Sales, Mktg & Bus. Dev.

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 (D) Price			
Common Stock	04/12/2012		A	9,630 <u>(1)</u>	\$ 0 56,365	D	
Common Stock					5,028	I	Held in family trust <u>(2)</u>

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right (Stock-Settled)	\$ 17.12	04/12/2012		A	9,630	⁽³⁾ 04/12/2019	Common Stock	9,630

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPIEGEL GARY J 1791 DEERE AVENUE IRVINE, CA 92606			VP, Sales, Mktg & Bus. Dev.	

Signatures

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

04/16/2012

__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).

Consists of restricted stock units representing the right to receive upon vesting a total of 9,630 shares of the issuer's common stock. Such

(1) restricted stock units vest in equal one-third installments on March 31, 2013, March 31, 2014 and March 31, 2015, subject to the achievement by the issuer of a specified financial performance goal for 2012.

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

(3) Stock appreciation right vests in equal one-third installments on March 31, 2013, March 31, 2014 and March 31, 2015.

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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