

DEUSTER ROBERT G  
Form 4  
February 07, 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)  
02/03/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman & 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	02/03/2006		M <sup>(1)</sup>		10,000	A	\$ 3.2083 10,000
Common Stock	02/03/2006		S <sup>(1)</sup>		5,000	D	\$ 18.35 5,000
Common Stock	02/03/2006		S <sup>(1)</sup>		2,500	D	\$ 18.7 2,500
Common Stock	02/03/2006		S <sup>(1)</sup>		2,500	D	\$ 18.33 0
Common Stock	02/06/2006		M <sup>(1)</sup>		10,000	A	\$ 3.2083 10,000

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Common Stock	02/06/2006		<u>S</u> <sup>(1)</sup>	2,500	D	\$ 18.3	7,500	D	
Common Stock	02/06/2006		<u>S</u> <sup>(1)</sup>	2,500	D	\$ 18.27	5,000	D	
Common Stock	02/06/2006		<u>S</u> <sup>(1)</sup>	2,500	D	\$ 18.2508	2,500	D	
Common Stock	02/06/2006		<u>S</u> <sup>(1)</sup>	2,500	D	\$ 18.25	0	D	
Common Stock							15,000	I	Held in deferred compensation plan <sup>(2)</sup>
Common Stock							200	I	Held by son <sup>(3)</sup>
Common Stock							200	I	Held by daughter <sup>(4)</sup>
Common Stock							142,742	I	Held in family trust <sup>(5)</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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**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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock option (right to buy)	\$ 3.2083	02/03/2006		<u>M</u> <sup>(1)</sup>	10,000	05/01/2000 04/30/2006	Common Stock	10,000	
Stock option (right to	\$ 3.2083	02/06/2006		<u>M</u> <sup>(1)</sup>	10,000	05/01/2000 04/30/2006	Common Stock	10,000	

buy)

## 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

02/07/2006

\_\_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 are held in issuer's Deferred Compensation Plan.
- (3) Shares are held by reporting person's son, and reporting person disclaims beneficial ownership in such shares.
- (4) Shares are held by reporting person's daughter, and reporting person disclaims beneficial ownership in such shares.
- (5) Shares are held by reporting person and his spouse as trustees of a family trust.

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.