PHILLIPPY ROBERT J

Form 4

December 07, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

PHILLIPPY ROBERT J

1. Name and Address of Reporting Person *

THILLITT ROBERT J			NEWPORT CORP [NEWP]						(Check all applicable)			
(Last) (First) (Middle) 1791 DEERE AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 12/03/2010						_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below)			
		(Street)			endment, D nth/Day/Yea		Original			Pres 6. Individual or Jo Applicable Line) _X_ Form filed by C	•	
	IRVINE, CA	A 92606									Iore than One Re	
	(City)	(State)	(Zip)	Tabl	le I - Non-l	Deriv	vative S	ecuri	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned
	1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	on(A (In	Securiti) or Dis astr. 3, 4	posed	of (D)	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	12/03/2010			M(1)	30),000	A	\$ 13.16	205,395	D	
	Common Stock	12/03/2010			S <u>(1)</u>	30),000	D	\$ 16	175,395	D	
	Common Stock									31,714	I	Held in family trust (2)
	Damindar: Dan	art an a sanarata l	ing for analy a	loss of soon	ritias bana	ficial	lly own	ad dire	atly or in	directly		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

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displays a currently valid OMB control number.

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 or Number of Shares
Stock option (right to buy)	\$ 13.16	12/03/2010		M(1)	30,000	(3)	09/17/2011	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting of mark reasons	Director	10% Owner	Officer	Other			
PHILLIPPY ROBERT J 1791 DEERE AVENUE IRVINE, CA 92606	X		President & CEO				

Signatures

/s/ Jeffrey B. Coyne, SVP & General Counsel, as attorney-in-fact for reporting person 12/07/2010

**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 March 17, 2010.
- (2) Shares are held by reporting person and his spouse as trustees of a family trust.
- (3) Option vested in full on September 18, 2005.

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.

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