

PHILLIPPY ROBERT J
Form 4
March 24, 2009

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 *
PHILLIPPY ROBERT 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)
03/20/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President & 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 03/20/2009 | | D | | 55,550 (1) \$ 0 | D | |
| Common Stock | 03/20/2009 | | A | | 83,400 (2) \$ 0 | D | |
| Common Stock | | | | | | I | Held in family trust (4) |
| | | | | | 31,714 | | |

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

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SEC 1474 (9-02)

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Appreciation Right (Stock-Settled) | \$ 4.18 | 03/20/2009 | | A | 83,400 | (5) 03/19/2016 | Common Stock | 83,400 |

Reporting Owners

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

Signatures

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

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.
Consists of restricted stock units representing the right to receive upon vesting a total of 83,400 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.
- (2) Includes an aggregate of 1,973 shares acquired through the issuer's Employee Stock Purchase Plan on March 31, 2008 and June 30, 2008.
- (3) Shares are held by reporting person and his spouse as trustees of a family trust.
- (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.

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