

NEWPORT CORP

Form 4

March 16, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARGILE CHARLES F

(Last) (First) (Middle)

1791 DEERE AVENUE

(Street)

IRVINE, CA 92606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEWPORT CORP [NEWP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP, CFO and Treasurer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common Stock | 03/14/2016 | | M | 41,700 | A \$ 4.18 | 153,619 ⁽¹⁾ | D |
| Common Stock | 03/14/2016 | | D ⁽²⁾ | 7,629 | D \$ 22.85 | 145,990 | D |
| Common Stock | 03/15/2016 | | S ⁽³⁾ | 12,850 | D \$ 22.9091 | 133,140 | D |
| Common Stock | | | | | ⁽⁴⁾ | 1,000 | I |
| | | | | | | | Held in family trust ⁽⁵⁾ |

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

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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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|---|--|---|---|--------------------------------------|--|--|--|-------------------------------------|
| Stock-settled stock appreciation right | \$ 4.18 | 03/14/2016 | | M | 41,700 | (6) 03/20/2016 | Common Stock | 41,700 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| CARGILE CHARLES F 1791 DEERE AVENUE IRVINE, CA 92606 | SVP, CFO and Treasurer |

Signatures

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

03/16/2016

**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) Includes 114 shares acquired through the issuer's Employee Stock Purchase Plan on September 30, 2015.

(2) Reflects the disposition of shares to the issuer deemed to occur upon the exercise of a stock appreciation right (such shares having a total value at the time of exercise equal to the aggregate base value of the stock appreciation right).

(3) Shares were sold to satisfy the reporting person's tax withholding obligation upon the exercise of a stock appreciation right.

Reflects the weighted-average sale price for an aggregate of 12,850 shares sold in multiple transactions at prices ranging from \$22.87 to \$22.95 per share. Reporting person undertakes to provide upon request by the Securities and Exchange Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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

(6) Stock appreciation right became fully vested on March 20, 2012.

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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