

PARSON LAURENCE D  
Form 3  
January 08, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â PARSON LAURENCE D                       |         | (Month/Day/Year)                     | NEWPORT CORP [NEWP]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         | 01/01/2013                           |   |  |
| 1791 DEERE AVENUE                         |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>SVP and GM, Optics Group |  |
| IRVINE,Â CAÂ 92606                        |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 39,096 <sup>(1)</sup>                                    | D   | Â  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D)<br>or Indirect | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|--|
|   | Date Exercisable    Expiration Date                         | Title    Amount or Number of   |  |  |  |

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|  |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|--|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (right to buy)              | Â (2) | 02/22/2015 | Common Stock | 5,000  | \$ 13.46 | D                 | Â |
| Stock Option (right to buy)              | Â (3) | 09/01/2015 | Common Stock | 4,000  | \$ 13.18 | D                 | Â |
| Stock Appreciation Right (Stock-Settled) | Â (4) | 03/20/2016 | Common Stock | 21,000 | \$ 4.18  | D                 | Â |
| Stock Appreciation Right (Stock-Settled) | Â (5) | 03/31/2017 | Common Stock | 7,500  | \$ 12.47 | D                 | Â |
| Stock Appreciation Right (Stock-Settled) | Â (6) | 05/17/2018 | Common Stock | 5,400  | \$ 17.06 | D                 | Â |
| Stock Appreciation Right (Stock-Settled) | Â (7) | 04/12/2019 | Common Stock | 7,590  | \$ 17.12 | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| PARSON LAURENCE D<br>1791 DEERE AVENUE<br>IRVINE, CA 92606 | Â             | Â         | Â SVP and GM, Optics Group | Â     |

## Signatures

/s/ Jeffrey B. Coyne, SVP & General Counsel, as attorney-in-fact for reporting person 01/08/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- Includes outstanding restricted stock units (RSUs) representing the right to receive upon vesting a total of 13,690 shares of the issuer's common stock. Such RSUs were awarded and vest as follows: 2,500 RSUs awarded in 2010 vest in full on March 31, 2013; 3,600 RSUs
- (1) awarded in 2011 vest in two remaining equal installments on March 31, 2013 and March 31, 2014; and 7,590 RSUs awarded in 2012 vest in three equal installments on March 31, 2013, March 31, 2014 and March 31, 2015. The vesting of the 7,590 RSUs awarded in 2012 is subject to the achievement by the issuer of a specified financial performance goal for 2012.
  - (2) Option vested in equal 25% annual installments and became fully vested on February 23, 2009.
  - (3) Option vested in equal 25% annual installments and became fully vested on September 2, 2009.
  - (4) Stock appreciation right vested in equal one-third annual installments and became fully vested on March 20, 2012.
  - (5) Stock appreciation right vests in equal one-third installments. The first two one-third installments vested on March 31, 2011 and March 31, 2012, and the remaining one-third installment vests on March 31, 2013.
  - (6) Stock appreciation right vests in equal one-third installments. The first one-third installment vested on March 31, 2012, and the remaining two one-third installments vest on March 31, 2013 and March 31, 2014.
  - (7) 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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