NEWS CORP
Form 4
July 03, 2008

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHERNIN PETER

(Last) (First) (Middle)

C/O NEWS AMERICA INCORPORATED, 1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NEWS CORP [NWS]

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and COO

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	07/01/2008		M		143,531	A	(1)	152,596	D	
Class A Common Stock	07/01/2008		F		65,665	D	$ 15.04	86,931	D	
Class A Common Stock	07/01/2008		D		77,866	D	$ 15.04	9,065	D	
Class A	07/01/2008		M		143,901	A	(1)	152,966	D	

Common Stock								
Class A Common Stock	07/01/2008		F	65,834	D	$ 15.04	87,132	D
Class A Common Stock	07/01/2008		D	78,067	D	$ 15.04	9,065	D
Class A Common Stock	07/01/2008		M	124,896	A	(1)	133,961	D
Class A Common Stock	07/01/2008		F	57,139	D	$ 15.04	76,822	D
Class A Common Stock	07/01/2008		D	67,757	D	$ 15.04	9,065	D

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

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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 Amou Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Cash-settled restricted share units	(2)	07/01/2008		M			143,531	07/01/2008	07/01/2008	Class A Common Stock	143
Cash-settled restricted share units	(2)	07/01/2008		M			143,901	07/01/2008	07/01/2008	Class A Common Stock	143
Cash-settled restricted share units	(2)	07/01/2008		M			124,896	07/01/2008	07/01/2008	Class A Common Stock	124

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHERNIN PETER C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		President and COO	

Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Peter Chernin	07/03/2008
**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) The cash-settled restricted share units were deemed to have settled for an equivalent number of shares of the News Corporation's Class A Common Stock.

(2) 1 - for - 1

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