

NEWS CORP

Form 4

August 17, 2010

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 *
MURDOCH KEITH RUPERT

(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)
08/15/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/15/2010		M	46,573	A <u>11</u>	61,113	D
Class A Common Stock	08/15/2010		F	23,952	D \$ 12.95	37,161	D
Class A Common Stock	08/15/2010		D	22,621	D \$ 12.95	14,540	D
Class A	08/15/2010		M	70,705	A <u>11</u>	85,245	D

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Common
Stock

Class A Common Stock	08/15/2010	F	36,363	D	\$ 12.95	48,882	D
Class A Common Stock	08/15/2010	D	34,342	D	\$ 12.95	14,540	D
Class A Common Stock	08/15/2010	M	105,249	A	<u>11</u>	119,789	D
Class A Common Stock	08/15/2010	F	54,130	D	\$ 12.95	65,659	D
Class A Common Stock	08/15/2010	D	51,119	D	\$ 12.95	14,540	D
Class A Common Stock	08/15/2010	M	77,290	A	<u>11</u>	91,830	D
Class A Common Stock	08/15/2010	F	39,750	D	\$ 12.95	52,080	D
Class A Common Stock	08/15/2010	D	37,540	D	\$ 12.95	14,540	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	(2)	08/15/2010		M		46.573		08/15/2010	08/15/2010		46

Cash-settled restricted share units									Class A Common Stock	
Cash-settled restricted share units	(2)	08/15/2010	M	70,705	08/15/2010	08/15/2010			Class A Common Stock	70
Cash-settled restricted share units	(2)	08/15/2010	M	105,249	08/15/2010	08/15/2010			Class A Common Stock	105
Cash-settled restricted share units	(2)	08/15/2010	M	77,290	08/15/2010	08/15/2010			Class A Common Stock	77

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURDOCH KEITH RUPERT C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Chairman and CEO	

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for Keith Rupert
Murdoch

08/17/2010

__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) 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

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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