

NEWS CORP
Form 4
August 19, 2008

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 *
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)
08/15/2008

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)
President and COO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Stock | 08/15/2008 | | M | | 217,500 | A | Ⓛ |
| Class A Common Stock | 08/15/2008 | | F | | 104,170 | D | \$ 13.93 |
| Class A Common Stock | 08/15/2008 | | D | | 113,330 | D | \$ 13.93 |
| Class A Common Stock | 08/15/2008 | | M | | 46,573 | A | Ⓛ |

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| | | | | | | | | |
|----------------------|------------|---|--------|---|----------|--------|---|--|
| Common Stock | | | | | | | | |
| Class A Common Stock | 08/15/2008 | F | 22,305 | D | \$ 13.93 | 33,333 | D | |
| Class A Common Stock | 08/15/2008 | D | 24,268 | D | \$ 13.93 | 9,065 | D | |
| Class A Common Stock | 08/15/2008 | M | 70,706 | A | Ⓣ | 79,771 | D | |
| Class A Common Stock | 08/15/2008 | F | 33,863 | D | \$ 13.93 | 45,908 | D | |
| Class A Common Stock | 08/15/2008 | D | 36,843 | D | \$ 13.93 | 9,065 | 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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Cash-settled restricted share units | (2) | 08/15/2008 | | M | 217,500 | 08/15/2008 | 08/15/2008 | Class A Common Stock | 217,500 |
| Cash-settled restricted share units | (2) | 08/15/2008 | | M | 46,573 | 08/15/2008 | 08/15/2008 | Class A Common Stock | 46,573 |
| Cash-settled restricted share units | (2) | 08/15/2008 | | M | 70,706 | 08/15/2008 | 08/15/2008 | Class A Common Stock | 70,706 |

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 | 08/19/2008 |
| __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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