

NEWS CORP  
Form 4  
October 18, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HURD MARK V**

(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)  
**10/15/2010**

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)

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 (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	10/15/2010		M	2,069	A \$ 14.19	D	
Class A Common Stock	10/15/2010		D	2,069	D \$ 0	D	
Class A Common Stock	10/15/2010		M	2,021	A \$ 0	D	
Class A Common Stock	10/15/2010		D	2,021	D \$ 0	D	

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Common Stock						14.19		
Class A Common Stock	10/15/2010	M	2,516	A	Ⓛ	2,516		D
Class A Common Stock	10/15/2010	D	2,516	D	\$ 14.19	0		D
Class A Common Stock	10/15/2010	M	3,095	A	Ⓛ	3,095		D
Class A Common Stock	10/15/2010	D	3,095	D	\$ 14.19	0		D
Class A Common Stock	10/15/2010	M	4,310	A	Ⓛ	4,310		D
Class A Common Stock	10/15/2010	D	4,310	D	\$ 14.19	0		D
Class A Common Stock	10/15/2010	M	3,236	A	Ⓛ	3,236		D
Class A Common Stock	10/15/2010	D	3,236	D	\$ 14.19	0		D
Class A Common Stock	10/15/2010	M	2,643	A	Ⓛ	2,643		D
Class A Common Stock	10/15/2010	D	2,643	D	\$ 14.19	0		D
Class A Common Stock	10/15/2010	M	2,153	A	Ⓛ	2,153		D
Class A Common Stock	10/15/2010	D	2,153	D	\$ 14.19	0		D
Class A Common Stock	10/15/2010	M	2,056	A	Ⓛ	2,056		D
Class A Common Stock	10/15/2010	D	2,056	D	\$ 14.19	0		D

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Class A Common Stock	10/15/2010	M	2,728	A	(1)	2,728	D
Class A Common Stock	10/15/2010	D	2,728	D	\$ 14.19	0	D
Class A Common Stock	10/15/2010	M	409	A	(1)	409	D
Class A Common Stock	10/15/2010	D	409	D	\$ 14.19	0	D

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

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SEC 1474  
(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 Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
Deferred Stock Units	(2)	10/15/2010		M	2,069	(3)	(3)	Class A Common Stock	2,069	(1)
Deferred Stock Units	(2)	10/15/2010		M	2,021	(3)	(3)	Class A Common Stock	2,021	(1)
Deferred Stock Units	(2)	10/15/2010		M	2,516	(3)	(3)	Class A Common Stock	2,516	(1)
Deferred Stock Units	(2)	10/15/2010		M	3,095	(3)	(3)	Class A Common Stock	3,095	(1)

Deferred Stock Units	(2)	10/15/2010	M	4,310	(3)	(3)	Class A Common Stock	4,310	(1)
Deferred Stock Units	(2)	10/15/2010	M	3,236	(3)	(3)	Class A Common Stock	3,236	(1)
Deferred Stock Units	(2)	10/15/2010	M	2,643	(3)	(3)	Class A Common Stock	2,643	(1)
Deferred Stock Units	(2)	10/15/2010	M	2,153	(3)	(3)	Class A Common Stock	2,153	(1)
Deferred Stock Units	(2)	10/15/2010	M	2,056	(3)	(3)	Class A Common Stock	2,056	(1)
Deferred Stock Units	(2)	10/15/2010	M	2,728	(3)	(3)	Class A Common Stock	2,728	(1)
Deferred Stock Units	(2)	10/15/2010	M	409	(3)	(3)	Class A Common Stock	409	(1)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HURD MARK V C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X			

## Signatures

/s/ Laura Cleveland, as Attorney-in-Fact for Mark Hurd 10/18/2010

\_\_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 deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Mr. Hurd did not stand for re-election as a member of the Board of Directors at the News Corporation Annual Meeting of Stockholders held on October 15, 2010.

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