

TWENTY-FIRST CENTURY FOX, INC.
 Form 4
 July 02, 2013

FORM 4

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

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).

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 *
 SHUMAN STANLEY S

2. Issuer Name and Ticker or Trading Symbol
 TWENTY-FIRST CENTURY FOX, INC. [FOX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS

3. Date of Earliest Transaction (Month/Day/Year)
 06/28/2013

____ Director
 ____ Officer (give title below) Other (specify below)
 Director Emeritus

(Street)
 NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	06/28/2013		M	2,201	A	0.00	2,201	D
Class A Common Stock	06/28/2013		D	2,201	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013		M	1,809	A	0.00	1,809	D

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Class A Common Stock	06/28/2013	D	1,809	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,937	A	(1)	1,937	D
Class A Common Stock	06/28/2013	D	1,937	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	2,331	A	(1)	2,331	D
Class A Common Stock	06/28/2013	D	2,331	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,907	A	(1)	1,907	D
Class A Common Stock	06/28/2013	D	1,907	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,757	A	(1)	1,757	D
Class A Common Stock	06/28/2013	D	1,757	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,531	A	(1)	1,531	D
Class A Common Stock	06/28/2013	D	1,531	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,425	A	(1)	1,425	D
Class A Common Stock	06/28/2013	D	1,425	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,315	A	(1)	1,315	D
Class A Common	06/28/2013	D	1,315	D	\$ 32.58	0	D

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Stock

Class A
Common Stock 06/28/2013 M 1,153 A (1) 1,153 D

Class A
Common Stock 06/28/2013 D 1,153 D \$ 32.58 0 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 Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	2,201	<u>(3)</u> <u>(3)</u>	Class A Common Stock	2,201	<u>(1)</u>	
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	1,809	<u>(3)</u> <u>(3)</u>	Class A Common Stock	1,809	<u>(1)</u>	
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	1,937	<u>(3)</u> <u>(3)</u>	Class A Common Stock	1,937	<u>(1)</u>	
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	2,331	<u>(3)</u> <u>(3)</u>	Class A Common Stock	2,331	<u>(1)</u>	
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	1,907	<u>(3)</u> <u>(3)</u>	Class A Common Stock	1,907	<u>(1)</u>	
Deferred Stock	<u>(2)</u>	06/28/2013		M	1,757	<u>(3)</u> <u>(3)</u>	Class A Common	1,757	<u>(1)</u>	

Units							Stock		
Deferred Stock Units	(2)	06/28/2013	M	1,531	(3)	(3)	Class A Common Stock	1,531	(1)
Deferred Stock Units	(2)	06/28/2013	M	1,425	(3)	(3)	Class A Common Stock	1,425	(1)
Deferred Stock Units	(2)	06/28/2013	M	1,315	(3)	(3)	Class A Common Stock	1,315	(1)
Deferred Stock Units	(2)	06/28/2013	M	1,153	(3)	(3)	Class A Common Stock	1,153	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHUMAN STANLEY S C/O TWENTY-FIRST CENTURY FOX, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Director Emeritus

Signatures

/s/Laura Cleveland, Attorney-in-Fact for Stanley S. Shuman
07/02/2013

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).
- 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
- (1) Common Stock. After the transaction on June 28, 2013, the Issuer changed its name from "News Corporation" to "Twenty-First Century Fox, Inc."
 - (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock. After the transaction on June 28, 2013, the Issuer changed its name from "News Corporation" to "Twenty-First Century Fox, Inc."
- 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
- (3) director's end of service on the Board of Directors. Effective as of June 28, 2013, Mr. Shuman no longer holds the role of Director Emeritus.

Remarks:

This is part two of a two part Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.