

MURDOCH LACHLAN K
Form 4
March 14, 2019

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 *
MURDOCH LACHLAN K

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS

(Street)

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

NEW YORK, NY 10036

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	03/14/2019		M ⁽¹⁾⁽²⁾	A	617,918	(1) (2)	618,374 D
Class A Common Stock	03/14/2019		D ⁽¹⁾⁽²⁾⁽³⁾	D	1,134	(1) (2) (3)	617,240 D
Class A Common Stock	03/14/2019		F	D	300,467	\$ 51.2	316,773 D

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Class A Common Stock	03/14/2019	<u>S</u> ⁽⁴⁾	316,317	D	\$ 51.2	456	D	
Class A Common Stock	03/14/2019	<u>P</u> ⁽⁴⁾	316,317	A	\$ 51.2	454,118	I	See footnote <u>(4)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Restricted Stock Units	<u>(5)</u>	03/14/2019		<u>M</u> ⁽¹⁾⁽²⁾	287,398	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	287,398
Deferred Stock Units	<u>(9)</u>	03/14/2019		<u>M</u> ⁽¹⁾⁽²⁾	1,203	<u>(10)</u>	<u>(10)</u>	Class A Common Stock	1,203 <u>(11)</u>
Deferred Stock Units	<u>(9)</u>	03/14/2019		<u>M</u> ⁽¹⁾⁽²⁾	1,261	<u>(12)</u>	<u>(12)</u>	Class A Common Stock	1,261 <u>(11)</u>
Deferred Stock Units	<u>(9)</u>	03/14/2019		<u>M</u> ⁽¹⁾⁽²⁾	1,122	<u>(13)</u>	<u>(13)</u>	Class A Common Stock	1,122 <u>(11)</u>
Deferred Stock Units	<u>(9)</u>	03/14/2019		<u>M</u> ⁽¹⁾⁽²⁾	1,265	<u>(14)</u>	<u>(14)</u>	Class A Common Stock	1,265 <u>(11)</u>
Deferred Stock Units	<u>(9)</u>	03/14/2019		<u>M</u> ⁽³⁾	1,134	<u>(15)</u>	<u>(15)</u>	Class A Common Stock	1,134 <u>(3)</u>

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The deferred stock units were granted on October 1, 2014 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.

- (13) The deferred stock units were granted on January 2, 2015 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (14) The deferred stock units were granted on April 1, 2015 and were originally scheduled to become payable in stock on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.
- (15) The deferred stock units were granted on April 1, 2014 and were originally scheduled to become payable in cash on the earlier of (i) the first trading day of the quarter five years following the grant and (ii) the Reporting Person's end of service as a Director.

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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