

NEWS CORP

Form 4

August 19, 2008

**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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Nallen John

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

EVP, Deputy CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 | (A) or (D) | Price     |                                                                                               |                                                          |                                                       |
| Class A Common Stock            | 08/15/2008                           |                                                    | M                              |                                                                   | 24,840 | A          | <u>11</u> | 75,209                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 08/15/2008                           |                                                    | F                              |                                                                   | 10,880 | D          | \$ 13.93  | 64,329                                                                                        | D                                                        |                                                       |
| Class A Common Stock            | 08/15/2008                           |                                                    | M                              |                                                                   | 8,912  | A          | <u>11</u> | 73,241                                                                                        | D                                                        |                                                       |
| Class A                         | 08/15/2008                           |                                                    | F                              |                                                                   | 3,904  | D          | \$        | 69,337                                                                                        | D                                                        |                                                       |

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|                            |            |   |        |   |             |        |   |
|----------------------------|------------|---|--------|---|-------------|--------|---|
| Common<br>Stock            |            |   |        |   |             | 13.93  |   |
| Class A<br>Common<br>Stock | 08/15/2008 | M | 13,530 | A | <u>1</u>    | 82,867 | D |
| Class A<br>Common<br>Stock | 08/15/2008 | F | 5,927  | D | \$<br>13.93 | 76,940 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Restricted<br>Share<br>Units                        | <u>(2)</u>                                                         | 08/15/2008                              |                                                             | M                                    | 24,840                                                                                                       | 08/15/2008 08/15/2008                                          | Class A<br>Common<br>Stock 24,840                                   |
| Restricted<br>Share<br>Units                        | <u>(2)</u>                                                         | 08/15/2008                              |                                                             | M                                    | 8,912                                                                                                        | 08/15/2008 08/15/2008                                          | Class A<br>Common<br>Stock 8,912                                    |
| Restricted<br>Share<br>Units                        | <u>(2)</u>                                                         | 08/15/2008                              |                                                             | M                                    | 13,530                                                                                                       | 08/15/2008 08/15/2008                                          | Class A<br>Common<br>Stock 13,530                                   |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships                    |
|-----------------------------------------------------------------------------|----------------------------------|
|                                                                             | Director 10% Owner Officer Other |
| Nallen John<br>C/O NEWS AMERICA INCORPORATED<br>1211 AVENUE OF THE AMERICAS | EVP, Deputy CFO                  |

NEW YORK, NY 10036

## Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for John  
Nallen

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 restricted share units were settled for an equivalent number of shares of the News Corporation's Class A Common Stock.
- (2) 1-for-1

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