

NEWS CORP
Form 4
August 19, 2008

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

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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 *
Jacobs Lawrence A

(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)
Sr. EVP, Group General Counsel

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A Common Stock | 08/15/2008 | | M | 13,875 | A | Ⓟ | 53,917 | D |
| Class A Common Stock | 08/15/2008 | | F | 6,633 | D | \$ 13.93 | 47,284 | D |
| Class A Common Stock | 08/15/2008 | | M | 8,049 | A | Ⓟ | 55,333 | D |
| Class A Common Stock | 08/15/2008 | | F | 3,848 | D | \$ | 51,485 | D |

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| | | | | | | | |
|----------------------|------------|--|---|--------|---|----------|----------|
| Common Stock | | | | | | 13.93 | |
| Class A Common Stock | 08/15/2008 | | M | 13,093 | A | Ⓛ | 64,578 D |
| Class A Common Stock | 08/15/2008 | | F | 6,259 | D | \$ 13.93 | 58,319 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Share Units | (2) | 08/15/2008 | | M | 13,875 | 08/15/2008 08/15/2008 | Class A Common Stock 13,875 |
| Restricted Share Units | (2) | 08/15/2008 | | M | 8,049 | 08/15/2008 08/15/2008 | Class A Common Stock 8,049 |
| Restricted Share Units | (2) | 08/15/2008 | | M | 13,093 | 08/15/2008 08/15/2008 | Class A Common Stock 13,093 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Jacobs Lawrence A C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS | Sr. EVP, Group General Counsel |

NEW YORK, NY 10036

Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Lawrence A.
Jacobs

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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