

Nallen John
Form 4
August 18, 2009

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 *
Nallen John

2. Issuer Name and Ticker or Trading Symbol
NEWS CORP [NWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O NEWS AMERICA
INCORPORATED, 1211 AVENUE
OF THE AMERICAS

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Deputy CFO

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	08/15/2009		M	24,840	A	118,330	D
Class A Common Stock	08/15/2009		F	11,795	D	\$ 106,535	D
Class A Common Stock	08/15/2009		M	8,912	A	115,447	D
Class A Common Stock	08/15/2009		F	4,232	D	\$ 111,215	D

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Common Stock						10.94	
Class A Common Stock	08/15/2009		M	13,530	A	124,745	D
Class A Common Stock	08/15/2009		F	6,425	D	\$ 10.94 118,320	D
Class A Common Stock	08/15/2009		M	22,089	A	140,409	D
Class A Common Stock	08/15/2009		F	10,488	D	\$ 10.94 129,921	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.

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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)	08/15/2009		M	24,840	08/15/2009	08/15/2009	Class A Common Stock	24,840
Restricted Share Units	(2)	08/15/2009		M	8,912	08/15/2009	08/15/2009	Class A Common Stock	8,912
Restricted Share Units	(2)	08/15/2009		M	13,530	08/15/2009	08/15/2009	Class A Common Stock	13,530
Restricted Share Units	(2)	08/15/2009		M	22,089	08/15/2009	08/15/2009	Class A Common Stock	22,089

