

NEWS CORP  
Form 4  
August 17, 2010

**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 \*  
**MURDOCH KEITH RUPERT**

(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)  
**08/15/2010**

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)  
**Chairman and CEO**

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	08/15/2010		M	46,573	A	Ⓛ	61,113	D
Class A Common Stock	08/15/2010		F	23,952	D	\$ 12.95	37,161	D
Class A Common Stock	08/15/2010		D	22,621	D	\$ 12.95	14,540	D
Class A Common Stock	08/15/2010		M	70,705	A	Ⓛ	85,245	D

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Common Stock								
Class A Common Stock	08/15/2010	F	36,363	D	\$ 12.95	48,882	D	
Class A Common Stock	08/15/2010	D	34,342	D	\$ 12.95	14,540	D	
Class A Common Stock	08/15/2010	M	105,249	A	Ⓛ	119,789	D	
Class A Common Stock	08/15/2010	F	54,130	D	\$ 12.95	65,659	D	
Class A Common Stock	08/15/2010	D	51,119	D	\$ 12.95	14,540	D	
Class A Common Stock	08/15/2010	M	77,290	A	Ⓛ	91,830	D	
Class A Common Stock	08/15/2010	F	39,750	D	\$ 12.95	52,080	D	
Class A Common Stock	08/15/2010	D	37,540	D	\$ 12.95	14,540	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
	Ⓛ	08/15/2010		M	46,573	08/15/2010	08/15/2010		46,573

Cash-settled restricted share units								Class A Common Stock	
Cash-settled restricted share units	(2)	08/15/2010	M	70,705	08/15/2010	08/15/2010		Class A Common Stock	70
Cash-settled restricted share units	(2)	08/15/2010	M	105,249	08/15/2010	08/15/2010		Class A Common Stock	105
Cash-settled restricted share units	(2)	08/15/2010	M	77,290	08/15/2010	08/15/2010		Class A Common Stock	77

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURDOCH KEITH RUPERT C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Chairman and CEO	

## Signatures

/s/ Laura O'Leary as Attorney-in-Fact for Keith Rupert Murdoch

08/17/2010

\_\_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 cash-settled restricted share units were deemed to have settled for an equivalent number of shares of the News Corporation's Class A Common Stock.

(2) 1-for-1

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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