

THORNTON JOHN L
Form 4
October 18, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
THORNTON JOHN L

(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)
10/16/2012

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)

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		
Class A Common Stock	10/16/2012		M	1,311	A	\$ 1,311	D
Class A Common Stock	10/16/2012		D	1,311	D	\$ 24.77	0 D
Class A Common Stock	10/16/2012		M	1,339	A	\$ 1,339	D
Class A	10/16/2012		D	1,339	D	\$ 0	D

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Common Stock						24.77		
Class A Common Stock	10/16/2012	M	2,021	A	<u>(1)</u>	2,021		D
Class A Common Stock	10/16/2012	D	2,021	D	\$ 24.77	0		D
Class A Common Stock	10/16/2012	M	2,516	A	<u>(1)</u>	2,516		D
Class A Common Stock	10/16/2012	D	2,516	D	\$ 24.77	0		D
Class A Common Stock	10/16/2012	M	3,095	A	<u>(1)</u>	3,095		D
Class A Common Stock	10/16/2012	D	3,095	D	\$ 24.77	0		D
Class A Common Stock	10/16/2012	M	4,310	A	<u>(1)</u>	4,310		D
Class A Common Stock	10/16/2012	D	4,310	D	\$ 24.77	0		D
Class A Common Stock	10/16/2012	M	3,236	A	<u>(1)</u>	3,236		D
Class A Common Stock	10/16/2012	D	3,236	D	\$ 24.77	0		D
Class A Common Stock	10/16/2012	M	2,643	A	<u>(1)</u>	2,643		D
Class A Common Stock	10/16/2012	D	2,643	D	\$ 24.77	0		D
Class A Common Stock	10/16/2012	M	2,153	A	<u>(1)</u>	2,153		D
Class A Common Stock	10/16/2012	D	2,153	D	\$ 24.77	0		D

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Class A Common Stock	10/16/2012	M	2,056	A	<u>(1)</u>	2,056	D
Class A Common Stock	10/16/2012	D	2,056	D	\$ 24.77	0	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)		8. Price of Derivative Security (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(2)	10/16/2012		M		1,311		(3)	(3)	Class A Common Stock	1,311	(1)
Deferred Stock Units	(2)	10/16/2012		M		1,339		(3)	(3)	Class A Common Stock	1,339	(1)
Deferred Stock Units	(2)	10/16/2012		M		2,021		(3)	(3)	Class A Common Stock	2,021	(1)
Deferred Stock Units	(2)	10/16/2012		M		2,516		(3)	(3)	Class A Common Stock	2,516	(1)
Deferred Stock Units	(2)	10/16/2012		M		3,095		(3)	(3)	Class A Common Stock	3,095	(1)
Deferred Stock Units	(2)	10/16/2012		M		4,310		(3)	(3)	Class A Common Stock	4,310	(1)

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Deferred Stock Units	<u>(2)</u>	10/16/2012	M	3,236	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	3,236	(1)
Deferred Stock Units	<u>(2)</u>	10/16/2012	M	2,643	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,643	(1)
Deferred Stock Units	<u>(2)</u>	10/16/2012	M	2,153	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,153	(1)
Deferred Stock Units	<u>(2)</u>	10/16/2012	M	2,056	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,056	(1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THORNTON JOHN L
C/O NEWS AMERICA INCORPORATED
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

X

Signatures

/s/ Laura Cleveland as Attorney-in-Fact for John L.
Thornton

10/18/2012

__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 deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Mr. Thornton did not stand for re-election as a member of the Board of Directors, and, accordingly, his service on the Board of Directors ended upon the conclusion of the News Corporation annual meeting of stockholders held on October 16, 2012.

Remarks:

This is part one of a two part Form 4.

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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