

Murdoch James R.  
Form 4  
August 17, 2011

**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 James R.

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)  
08/15/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Dep. COO/Chair and CEO, Int'l

(Street)

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

NEW YORK, NY 10036

(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	08/15/2011		M	16,543	A	\$ 16.23	959,822 D
Class A Common Stock	08/15/2011		F	9,743	D	\$ 16.23	950,079 D
Class A Common Stock	08/15/2011		D	6,800	D	\$ 16.23	943,279 D
Class A Common Stock	08/15/2011		M	40,894	A	\$ 16.23	984,173 D

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Common Stock								
Class A Common Stock	08/15/2011		F	24,086	D	\$ 16.23	960,087	D
Class A Common Stock	08/15/2011		D	16,808	D	\$ 16.23	943,279	D
Class A Common Stock	08/15/2011		M	30,464	A	Ⓛ	973,743	D
Class A Common Stock	08/15/2011		F	17,943	D	\$ 16.23	955,800	D
Class A Common Stock	08/15/2011		D	12,521	D	\$ 16.23	943,279	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-settled restricted share units	②	08/15/2011		M	16,543	08/15/2011	08/15/2011	Class A Common Stock	16,543
Cash-settled restricted share units	②	08/15/2011		M	40,894	08/15/2011	08/15/2011	Class A Common Stock	40,894
Cash-settled restricted share units	②	08/15/2011		M	30,464	08/15/2011	08/15/2011	Class A Common Stock	30,464

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murdoch James R. C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Dep. COO/Chair and CEO, Int'l	

## Signatures

/s/ Laura Cleveland as Attorney-in-Fact for James R. Murdoch	08/17/2011
**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

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