NEWS CORP
Form 4
August 17, 2011

FORM 4

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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)
08/15/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/15/2011		M		70,705	A	(1)	4,085,245	D	
Class A Common Stock	08/15/2011		F		30,407	D	$ 16.23	4,054,838	D	
Class A Common Stock	08/15/2011		D		40,298	D	$ 16.23	4,014,540	D	
Class A Common Stock	08/15/2011		M		105,249	A	(1)	4,119,789	D	

Class A Common Stock	08/15/2011	F	54,434	D	$ 16.23	4,065,355	D
Class A Common Stock	08/15/2011	D	50,815	D	$ 16.23	4,014,540	D
Class A Common Stock	08/15/2011	M	77,290	A	(1)	4,091,830	D
Class A Common Stock	08/15/2011	F	39,974	D	$ 16.23	4,051,856	D
Class A Common Stock	08/15/2011	D	37,316	D	$ 16.23	4,014,540	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 an Underlyin (Instr. 3 a
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Cash-settled restricted share units	(2)	08/15/2011		M			70,705	08/15/2011	08/15/2011	Class A Commo Stock
Cash-settled restricted share units	(2)	08/15/2011		M			105,249	08/15/2011	08/15/2011	Class A Commo Stock
Cash-settled restricted share units	(2)	08/15/2011		M			77,290	08/15/2011	08/15/2011	Class A Commo Stock

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 Cleveland as Attorney-in-Fact for Keith Rupert 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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