Edgar Filing: NEWS CORP - Form 4

NEWS CODD

| Form 4 | | | | | | | | | | | |
|--|---|---|--|--|---|-------------------------|--|---|--------------------------|--|--|
| August 13, FORN | ЛЛ | | | | | | | | PPROVAL | | |
| | UNITED | STATES | | RITIES A shington | | N OMB Number: | 3235-0287 | | | | |
| Check t if no lor subject Section Form 4 | CHAN | NGES IN SECUI | Expires: Estimated burden hou response | urs per | | | | | | | |
| Form 5 obligati may con <i>See</i> Inst 1(b). | ons ntinue. Section 17(| | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> KLEIN JOEL | | | Symbol | er Name an | | Trading | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (| | NEWS CORP [NWS] 3. Date of Earliest Transaction | | | | (Check all applicable) | | | | |
| (1 | | | (Month/Day/Year) 08/11/2015 | | | | X_ Director 10% Owner Officer (give title Other (specify below) below) | | | | |
| NEW YOF | | | | endment, D onth/Day/Yea | - | ป | Applicable Line) _X_ Form filed by | Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme Execution I any (Month/Day | d Date, if | 3. Transactio Code (Instr. 8) Code V | 4. Securit nAcquired Disposed (Instr. 3, 4 | ies (A) or of (D) | 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 | | |
| Reminder: Pa | port on a separate line | of or each alo | ss of sec | | | | | | | | |
| Kenninder. Ke | port on a separate fille | - ioi each cla | 55 OF SEC | urfues belle | Perso | ons who re | spond to the colle tained in this form | | SEC 1474 (9-02) | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amoun |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|---------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onDerivative | Expiration Date | Underlying Securiti |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

Edgar Filing: NEWS CORP - Form 4

| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|----------------------------|------------------------------------|------------|------------------|---------|----|--|-----|---------------------|--------------------|----------------------------|------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Performance Share Units | <u>(1)</u> | 08/11/2015 | | А | | 94,397 (2) | | 08/15/2015 | 08/15/2015 | Class A Common Stock | 94,3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| KLEIN JOEL C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Kenneth C. Mertz as Attorney-in-Fac | ct for Joel | | | | | | |
| Klein | | (| 08/13/201 | 15 | | | |

**Signature of Reporting Person

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) Each performance share unit is the economic equivalent of one share of News Corporation's Class A Common Stock.

The performance share units were granted to the Reporting Person after the achievement of pre-determined performance measures over the three-year performance period and shall vest on August 15, 2015. The number of performance share units reported herein was

Date

(2) adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. ("Fox") on June 28, 2013. The adjustment was based on the ratio of the closing price on June 28, 2013 of Fox's Class A common stock and the volume weighted average price of News Corporation's Class A common stock over a 10-day period ending on July 15, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.