

MURDOCH LACHLAN K
Form 4
November 12, 2004

FORM 4

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

OMB APPROVAL

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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 LACHLAN K

(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)
11/12/2004

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)
Sr. EVP and Deputy COO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/12/2004		A	1,056	A	1,056	D
Class B Common Stock	11/12/2004		A	7,057	A	7,057	D

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

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number.

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 Number of Shares
Stock Options (right to buy)	\$ 18.7 ⁽³⁾	09/07/1998		A	100,000 ₍₄₎	⁽⁵⁾ 09/07/2008	Class A Common Stock 100,000 ₍₄₎
Stock Options (right to buy)	\$ 9.58 ⁽⁶⁾	08/19/1997		A	220,000 ₍₄₎	⁽⁵⁾ 08/19/2007	Class A Common Stock 220,000 ₍₄₎
Stock Options (right to buy)	\$ 20.92 ⁽⁷⁾	09/06/1999		A	100,000 ₍₄₎	⁽⁵⁾ 09/06/2009	Class A Common Stock 100,000 ₍₄₎
Stock Options (right to buy)	\$ 22 ⁽⁸⁾	11/15/1999		A	500,000 ₍₄₎	⁽⁵⁾ 11/15/2009	Class A Common Stock 500,000 ₍₄₎
Stock Options (right to buy)	\$ 35.5 ⁽⁹⁾	05/01/2000		A	500,000 ₍₄₎	⁽⁵⁾ 05/01/2010	Class A Common Stock 500,000 ₍₄₎
Stock Options (right to buy)	\$ 36.3 ⁽¹⁰⁾	08/01/2000		A	100,000 ₍₄₎	⁽⁵⁾ 08/01/2010	Class A Common Stock 100,000 ₍₄₎
Stock Options (right to buy)	\$ 28.06 ⁽¹¹⁾	08/30/2001		A	130,000 ₍₄₎	⁽⁵⁾ 08/30/2010	Class A Common Stock 130,000 ₍₄₎
Stock Options (right to buy)	\$ 16.04 ⁽¹²⁾	08/13/2002		A	170,000 ₍₄₎	⁽⁵⁾ 08/13/2012	Class A Common Stock 170,000 ₍₄₎
Stock Appreciation Right	\$ 19.78 ⁽¹³⁾	08/11/2003		A	187,500 ₍₁₄₎	⁽¹⁵⁾ 08/11/2013	Class A Common Stock 187,500 ₍₁₄₎

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

MURDOCH LACHLAN K
C/O NEWS AMERICA INCORPORATED
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036
X Sr. EVP and Deputy COO

Signatures

/s/ Laura O' Leary, Attorney-in-Fact for Lachlan K.
Murdoch 11/12/2004

**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) Received in exchange for 2,112 shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with the reorganization of TNCL to the United States (the "Reorganization").
(2) Received in exchange for 14,114 shares of TNCL Ordinary Shares in connection with the reorganization of TNCL to the United States.
(3) Reported in Australian dollars. On date of grant, conversion price was US\$11.05.
Received in exchange for options held over TNCL Preferred Shares in connection with the reorganization of TNCL to the United States.
(4) On 11/12/2004, the effective date of the reorganization of TNCL to the United States, each outstanding option over TNCL Preferred Shares was cancelled and one-half option over Class A Common Stock was issued in exchange therefore.
(5) The options provide for vesting as to 25% on each anniversary date of the grant date.
(6) Reported in Australian dollars. On date of grant, conversion was US\$7.08.
(7) Reported in Australian dollars. On date of grant, conversion was US\$13.49.
(8) Reported in Australian dollars. On date of grant, conversion was US\$14.21.
(9) Reported in Australian dollars. On date of grant, conversion was US\$20.78.
(10) Reported in Australian dollars. On date of grant, conversion was US\$21.08.
(11) Reported in Australian dollars. On date of grant, conversion was US\$14.87.
(12) Reported in Australian dollars. On date of grant, conversion was US\$8.66.
(13) Reported in Australian dollars. On the grant date, the exercise price would have been US\$12.94 after giving effect to the on for two exchange ratio.
(14) On 11/12/2004, the effective date of the Reorganization, each outstanding stock appreciation right for TNCL Preferred Shares was cancelled and a stock appreciation right for Class A Common Stock for half the number of the shares was issued in exchange therefore.
(15) The stock appreciation right provide for vesting as to 25% on each anniversary date after the date of the original grant.

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.