

Nallen John  
 Form 4  
 August 18, 2009

**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 \*  
 Nallen John

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)  
 08/15/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Deputy CFO

(Street)  
 NEW YORK, NY 10036

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

(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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	08/15/2009		M		24,840	A	Ⓣ
Class A Common Stock	08/15/2009		F		11,795	D	\$ 10.94
Class A Common Stock	08/15/2009		M		8,912	A	Ⓣ
Class A Common Stock	08/15/2009		F		4,232	D	\$

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Common Stock						10.94	
Class A Common Stock	08/15/2009		M	13,530	A	124,745	D
Class A Common Stock	08/15/2009		F	6,425	D	\$ 10.94 118,320	D
Class A Common Stock	08/15/2009		M	22,089	A	140,409	D
Class A Common Stock	08/15/2009		F	10,488	D	\$ 10.94 129,921	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
Restricted Share Units	(2)	08/15/2009		M	24,840	08/15/2009 08/15/2009	Class A Common Stock 24,840
Restricted Share Units	(2)	08/15/2009		M	8,912	08/15/2009 08/15/2009	Class A Common Stock 8,912
Restricted Share Units	(2)	08/15/2009		M	13,530	08/15/2009 08/15/2009	Class A Common Stock 13,530
Restricted Share Units	(2)	08/15/2009		M	22,089	08/15/2009 08/15/2009	Class A Common Stock 22,089

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nallen John C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036			EVP, Deputy CFO	

## Signatures

/s/ Lawrence A. Jacobs, as Attorney-in-Fact for John Nallen	08/18/2009
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 restricted share units were settled for an equivalent number of shares of the News Corporation's Class A Common Stock.
  - (2) 1-for-1

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