

COWLEY KEN
Form 4
October 25, 2011

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 *
COWLEY KEN

(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)
10/21/2011

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)

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 | 10/21/2011 | | M | 3,236 | A | Ⓐ | 83,959 | D |
| Class A Common Stock | 10/21/2011 | | D | 3,236 | D | \$ 17.2 | 80,723 | D |
| Class A Common Stock | 10/21/2011 | | M | 2,643 | A | Ⓐ | 83,366 | D |
| Class A Common Stock | 10/21/2011 | | D | 2,643 | D | \$ | 80,723 | D |

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| | | | | | | | | |
|----------------------|------------|---|-------|---|---------|--------|--|---|
| Common Stock | | | | | | 17.2 | | |
| Class A Common Stock | 10/21/2011 | M | 2,153 | A | Ⓛ | 82,876 | | D |
| Class A Common Stock | 10/21/2011 | D | 2,153 | D | \$ 17.2 | 80,723 | | D |
| Class A Common Stock | 10/21/2011 | M | 2,056 | A | Ⓛ | 82,779 | | D |
| Class A Common Stock | 10/21/2011 | D | 2,056 | D | \$ 17.2 | 80,723 | | D |
| Class A Common Stock | 10/21/2011 | M | 2,728 | A | Ⓛ | 83,451 | | D |
| Class A Common Stock | 10/21/2011 | D | 2,728 | D | \$ 17.2 | 80,723 | | D |
| Class A Common Stock | 10/21/2011 | M | 2,454 | A | Ⓛ | 83,177 | | D |
| Class A Common Stock | 10/21/2011 | D | 2,454 | D | \$ 17.2 | 80,723 | | D |
| Class A Common Stock | 10/21/2011 | M | 2,201 | A | Ⓛ | 82,924 | | D |
| Class A Common Stock | 10/21/2011 | D | 2,201 | D | \$ 17.2 | 80,723 | | D |
| Class A Common Stock | 10/21/2011 | M | 1,809 | A | Ⓛ | 82,532 | | D |
| Class A Common Stock | 10/21/2011 | D | 1,809 | D | \$ 17.2 | 80,723 | | D |
| Class A Common Stock | 10/21/2011 | M | 1,937 | A | Ⓛ | 82,660 | | D |
| Class A Common Stock | 10/21/2011 | D | 1,937 | D | \$ 17.2 | 80,723 | | D |

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| | | | | | | | | |
|----------------------------|------------|--|---|-----|---|------------|--------|---|
| Class A Common Stock | 10/21/2011 | | M | 544 | A | <u>(1)</u> | 81,267 | D |
| Class A Common Stock | 10/21/2011 | | D | 544 | D | \$ 17.2 | 80,723 | D |

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

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SEC 1474
(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) | 8. Price Deriva Securi (Instr. | | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Deferred Stock Units | <u>(2)</u> | 10/21/2011 | | M | 3,236 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 3,236 | <u>(1)</u> |
| Deferred Stock Units | <u>(2)</u> | 10/21/2011 | | M | 2,643 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 2,643 | <u>(1)</u> |
| Deferred Stock Units | <u>(2)</u> | 10/21/2011 | | M | 2,153 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 2,153 | <u>(1)</u> |
| Deferred Stock Units | <u>(2)</u> | 10/21/2011 | | M | 2,056 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 2,056 | <u>(1)</u> |
| Deferred Stock Units | <u>(2)</u> | 10/21/2011 | | M | 2,728 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 2,728 | <u>(1)</u> |
| Deferred Stock Units | <u>(2)</u> | 10/21/2011 | | M | 2,454 | <u>(3)</u> | <u>(3)</u> | Class A Common Stock | 2,454 | <u>(1)</u> |

| | | | | | | | | | |
|----------------------|-----|------------|---|-------|-----|-----|----------------------|-------|-----|
| Deferred Stock Units | (2) | 10/21/2011 | M | 2,201 | (3) | (3) | Class A Common Stock | 2,201 | (1) |
| Deferred Stock Units | (2) | 10/21/2011 | M | 1,809 | (3) | (3) | Class A Common Stock | 1,809 | (1) |
| Deferred Stock Units | (2) | 10/21/2011 | M | 1,937 | (3) | (3) | Class A Common Stock | 1,937 | (1) |
| Deferred Stock Units | (2) | 10/21/2011 | M | 544 | (3) | (3) | Class A Common Stock | 544 | (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COWLEY KEN C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | X | | | |

Signatures

/s/ Laura Cleveland, as Attorney-in-Fact for Ken Cowley

10/25/2011

**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 deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Mr. Cowley did not stand for re-election as a member of the Board of Directors at the News Corporation Annual Meeting of Stockholders held on October 21, 2011.

Remarks:

This is part 2 of a two part Form 4.

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.