

NALLEN JOHN
Form 4
December 12, 2012

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)
12/10/2012

____ 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	12/10/2012		M	81,800	A	\$ 24.9	308,275	D
Class A Common Stock	12/10/2012		S	81,800	D	\$ 24.9	226,475	D
Class A Common Stock	12/11/2012		M	15,600	A	\$ 24.9	242,075	D
Class A Common Stock	12/11/2012		S	15,600	D	\$ 24.9	226,475	D

Common
Stock

Class A Common Stock	12/12/2012	S	50,000	D	\$ 25 <u>(3)</u>	176,475	D
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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	<u>(1)</u>	12/10/2012		M	81,800	<u>(4)</u> 08/11/2013	Class A Common Stock	81,800
Stock Option (Right to Buy)	<u>(1)</u>	12/11/2012		M	15,600	<u>(4)</u> 08/11/2013	Class A Common Stock	15,600

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/ Laura Cleveland as Attorney-in-Fact for John
Nallen

12/12/2012

__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 exercise price was equivalent to US\$20.74. The stock option was granted with an exercise price of A\$19.78.
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.90 to \$24.92, inclusive. The reporting person undertakes to provide to News Corporation, any security holder of News Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3).
- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.08, inclusive.
- (3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.08, inclusive.
- (4) The stock option vested in four equal, annual installments of the original grant beginning on August 11, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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