

NEWS CORP

Form 4

November 12, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SISKIND ARTHUR M

(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 & Group Gen. Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	11/12/2004		A		25,066	A	<u>(1)</u>	25,066	D
Class B Common Stock	11/12/2004		A		10,934	A	<u>(2)</u>	10,934	D

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

**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**

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Stock Option (right to buy)	\$ 18.7 ⁽³⁾	09/07/1998		A		200,000 ⁽⁴⁾		⁽⁵⁾	09/07/2008	Class A Common Stock	200,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 20.92 ⁽⁶⁾	09/06/1999		A		150,000 ⁽⁴⁾		⁽⁵⁾	09/06/2009	Class A Common Stock	150,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 22 ⁽⁷⁾	11/15/1999		A		500,000 ⁽⁴⁾		⁽⁵⁾	11/15/2009	Class A Common Stock	500,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 35.5 ⁽⁸⁾	05/01/2000		A		500,000 ⁽⁴⁾		⁽⁵⁾	05/01/2010	Class A Common Stock	500,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 36.3 ⁽⁹⁾	08/01/2000		A		120,000 ⁽⁴⁾		⁽⁵⁾	08/01/2010	Class A Common Stock	120,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 28.06 ⁽¹⁰⁾	08/03/2001		A		130,000 ⁽⁴⁾		⁽⁵⁾	08/03/2011	Class A Common Stock	130,000 ⁽⁴⁾
Stock Option (right to buy)	\$ 16.04 ⁽¹¹⁾	08/13/2002		A		240,000 ⁽⁴⁾		⁽⁵⁾	08/13/2012	Class A Common Stock	240,000 ⁽⁴⁾
Stock Appreciation Right	\$ 19.78 ⁽¹²⁾	08/11/2003		A		250,000 ⁽¹³⁾		⁽¹⁴⁾	08/11/2013	Class A Common Stock	240,000 ⁽¹⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SISKIND ARTHUR M C/O NEWS AMERICA INCORPORATED	X		Sr. EVP & Group Gen. Counsel	

1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Signatures

/s/ Laura O'Leary, Attorney-in-Fact for Arthur M.
Siskind

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 50,132 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 21,868 shares of TNCL Ordinary Shares in connection with the Reorganization.
- (3) Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.07 after giving effect to the one for two exchange ratio.
- (4) Received in exchange for options held over TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
- (5) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
- (6) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.47 after giving effect to the one for two exchange ratio.
- (7) Reported in Australian dollars. On the grant date, the exercise price would have been US\$14.23 after giving effect to the one for two exchange ratio.
- (8) Reported in Australian dollars. On the grant date, the exercise price would have been US\$20.62 after giving effect to the one for two exchange ratio.
- (9) Reported in Australian dollars. On the grant date, the exercise price would have been US\$21.08 after giving effect to the one for two exchange ratio.
- (10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$15.15 after giving effect to the one for two exchange ratio.
- (11) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.66 after giving effect to the one for two exchange ratio.
- (12) Reported in Australian dollars. On the grant date, the exercise price would have been US\$12.94 after giving effect to the one for two exchange ratio.
- (13) 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 were issued in exchange therefore.
- (14) 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.