Edgar Filing: THORNTON JOHN L - Form 4

THORNTON . Form 4	JOHN L											
November 12,	2004											
FORM	Л	STATES					E COMMISSIO	N OMB	PPROVAL 3235-0287			
Check this	box		Wa	ashington	, D.C. 20	549		Number:	January 31,			
if no longer subject to Section 16. Form 4 or Form 5 obligations	Filed pur	WNERSHIP OF	Estimated burden hou response	2005 average urs per								
may contin <i>See</i> Instruct 1(b).	ue. Section 17(-	npany Act ay Act of 1	of 1935 or Secti 940	on				
(Print or Type Res	sponses)											
1. Name and Add THORNTON	2. Issuer Name and Ticker or Trading Symbol NEWS CORP [NWS]				5. Relationship of Reporting Person(s) to Issuer							
(Last)	(First) (I	Middle)	3. Date of	of Earliest T	ransaction		(Check all applicable)					
C/O NEWS A INCORPORA OF THE AMI	(Month/Day/Year) 11/12/2004				X Director Officer (giv below)		% Owner her (specify					
F				endment, D onth/Day/Yea	-	1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
NEW YORK,	, NY 10036						Person		1 0			
(City)	(State)	(Zip)	Tał	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned			
	Transaction Date Aonth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) and 5) (A) or	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	(D) Price						
Reminder: Repor	t on a separate line	e for each cl	ass of sec	urities bene	•	•	•	ation of (NEC 1474			
					inforn requir	nation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)			
	Tab					posed of, or convertible	Beneficially Owned securities)	1				

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof	Expiration Date	Underlying Securities	Derivativ

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8	3)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(1)</u>	07/01/2004		А		606 (2)		<u>(3)</u>	(3)	Class A Common Stock	606 <u>(2)</u>	\$ 16.4 (4)
Deferred Stock Units	<u>(1)</u>	10/01/2004		А		636 (2)		(3)	(3)	Class A Common Stock	636 <u>(2)</u>	\$ 15.7 (4)

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting of the relation of the cost	Director	10% Owner	Officer	Other			
HORNTON JOHN L WO NEWS AMERICA INCORPORATED 211 AVENUE OF THE AMERICAS IEW YORK, NY 10036	Х						

Signatures

TI C/ 12 N

/s/ John L. 11/12/2004 Thornton

**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) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.

Received in exchange for deferred stock units 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"). On 11/12/2004, the

- (2) (Therefore shares) in connection with the reorganization of TNCL being on the onnection with the reorganization (in the reorganization). On The 2004, the effective date of the Reorganization, each deferred stock unit of TNCL Preferred Shares was cancelled and deferred stock units of Class A Common Stock for half the number of deferred stock units of TNCL Preferred Shares were issued in exchange therefore.
- (3) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.
- (4) Represents the price of the deferred stock units after giving effect to the one for two exchange ratio.

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.