DEVOE DAVID F Form 4/A November 19, 2004

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

DEVOE DAVID F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

NEWS CORP [NWS]

3. Date of Earliest Transaction

_X__ Director 10% Owner

C/O NEWS AMERICA **INCORPORATED, 1211 AVENUE**

(Street)

(First)

(Month/Day/Year) 11/12/2004

X_ Officer (give title Other (specify

Sr. EVP and CFO

(Check all applicable)

OF THE AMERICAS

(Middle)

4. If Amendment, Date Original

Code

(Instr. 8)

Filed(Month/Day/Year) Applicable Line)

11/12/2004

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

NEW YORK, NY 10036

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

Following (A) or

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Disposed of (D)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 6. Date Exercisable and 5. Number of Derivative (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Conversion

7. Title and Amoun

Underlying Securit

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired Disposed (Instr. 3, 5)		of (D)		/	, (====================================	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amor Numl Share
Stock Appreciation Right	\$ 15.2	08/11/2004		A	250,000 (1)		(2)	08/11/2014	Class A Common Stock	250

Code

Securities

(Month/Day/Year)

(Instr. 3 and 4)

Reporting Owners

or Exercise

Reporting Owner Name / Address	Relationships						
comporting of the control of the con	Director	10% Owner	Officer	Other			
DEVOE DAVID F C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Sr. EVP and CFO				

any

Signatures

Security

/s/ Laura O'Leary, as Attorney-in-Fact for David F.
DeVoe

11/19/2004

**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).
 - On 11/12/2004, the effective date of the reorganization of The News Corporation Limited ("TNCL") to the United States, each
- (1) outstanding stock appreciation right for TNCL Preferred Limited Voting Ordinary Shares was cancelled and a stock appreciation right for Class A Common Stock for half the shares was issued in exchange therefore.
- (2) The stock appreciation right provide for vesting as to 25% on each anniversary date after the date of the original grant.

Remarks:

Reporting Person is amending the Form 4 originally filed on November 12, 2004 to include these derivative securities which 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.

Reporting Owners 2