

NEWS CORP

Form 4

February 15, 2007

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHERNIN PETER**

(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)  
**02/13/2007**

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)  
**President and COO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/13/2007		M		250,000	A	<u>(1)</u> 259,065
Class A Common Stock	02/13/2007		S		250,000	D	\$ 23.19 9,065
Class A Common Stock	02/14/2007		M		102,500	A	<u>(2)</u> 111,565
Class A	02/14/2007		S		102,500	D	\$ 23.5 9,065

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Common  
Stock

Class A

Common Stock	02/14/2007	M	147,500	A	<u>(3)</u>	156,565	D
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Class A

Common Stock	02/14/2007	S	147,500	D	\$ 23.5	9,065	D
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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 number.**

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	<u>(1)</u>	02/13/2007		M	250,000	<u>(4)</u> 09/07/2008	Class A Common Stock 250,000
Stock Option (Right to Buy)	<u>(2)</u>	02/14/2007		M	102,500	<u>(5)</u> 09/07/2008	Class A Common Stock 102,500
Stock Option (Right to Buy)	<u>(3)</u>	02/14/2007		M	147,500	<u>(6)</u> 09/06/2009	Class A Common Stock 147,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHERNIN PETER C/O NEWS AMERICA INCORPORATED	X		President and COO	

1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

## Signatures

/s/ Laura O'Leary as Attorney-in-Fact for Peter  
Chernin

02/15/2007

\_\_\_\_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\$14.43. The stock option was granted with an exercise price of A\$18.70.
- (2) The exercise price was equivalent to US\$14.57. The stock option was granted with an exercise price of A\$18.70.
- (3) The exercise price was equivalent to US\$16.30. The stock option was granted with an exercise price of A\$20.92.
- (4) The stock option vested in four equal, annual installments of the original grant beginning on 09/07/1999.
- (5) The stock option vested in four equal, annual installments of the original grant beginning on 09/07/1999.
- (6) The stock option vested in four equal, annual installments of the original grant beginning on 09/06/2000.

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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