NEWS CORP
Form 4
November 14, 2007

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
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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 *
DEVOE DAVID F

(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)
11/12/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. EVP and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 11/12/2007 | | M | | 187,500 | A | $ 15.2 | 195,660 | D | |
| Class A Common Stock | 11/12/2007 | | D | | 187,500 | D | $ 21.27 | 8,160 | D | |
| Class A Common Stock | 11/12/2007 | | M | | 250,000 | A | (1) | 258,160 | D | |
| Class A | 11/12/2007 | | D | | 250,000 | D | $ | 8,160 | D | |

| | |
|---|---|
| Common Stock | 21.27 |

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

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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 Amoun Underlying Securiti (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou Numb Share |
| Stock Appreciation Right | $ 15.2 | 11/12/2007 | | M | | | 187,500 | (2) | 08/11/2014 | Class A Common Stock | 187 |
| Stock Appreciation Right | (1) | 11/12/2007 | | M | | | 250,000 | (3) | 08/11/2013 | Class A Common Stock | 250 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| DEVOE DAVID F<br>C/O NEWS AMERICA INCORPORATED<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | X | | Sr. EVP and CFO | |

# Signatures

| | |
|---|---|
| /s/ Laura O'Leary as Attorney-in-Fact for David F. DeVoe | 11/14/2007 |
| **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 eqivalent to US$18.05. The share appreciation right was granted with an excercise price of A$19.78.

**(2)** The stock appreciation right vests 25% on each anniversary date after August 11, 2004.

**(3)** The stock appreciation right vests 25% on each anniversary date after August 11, 2003.

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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