

MURDOCH LACHLAN K  
Form 4  
March 08, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
MURDOCH LACHLAN K

2. Issuer Name and Ticker or Trading Symbol  
NEWS CORP [NWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/07/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O NEWS AMERICA  
INCORPORATED, 1211 AVENUE  
OF THE AMERICAS

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10036

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            | 03/07/2013                           |  | M                              | 187,500   | A   | 187,956  | D   |
| Class A Common Stock            | 03/07/2013                           |  | D                              | 187,500   | D   | \$ 29.87 456   | D   |
| Class A Common Stock            | 03/07/2013                           |  | M                              | 187,500   | A   | \$ 15.2 187,956  | D   |
| Class A Common Stock            | 03/07/2013                           |  | D                              | 187,500   | D   | \$ 456   | D   |

Common Stock 29.87

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount Number of Shares                               |
| Stock Appreciation Right                   | (1)  | 03/07/2013                           |  | M                              | 187,500   | (2) 08/11/2013   | Class A Common Stock 187,500                                |
| Stock Appreciation Right                   | \$ 15.2  | 03/07/2013                           |  | M                              | 187,500   | (3) 08/11/2014   | Class A Common Stock 187,500                                |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

|   |   |
|---|---|
| MURDOCH LACHLAN K<br>C/O NEWS AMERICA INCORPORATED<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | X |
|---|---|

## Signatures

|  |            |
|--|------------|
| /s/ Laura Cleveland as Attorney-in-Fact for Lachlan K. Murdoch | 03/08/2013 |
| **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\$20.24. The stock appreciation right was granted with an exercise price of A\$19.78.

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- (2) The stock appreciation right vested in four equal, annual installments of the original grant beginning on August 11, 2004.
- (3) The stock appreciation right vested in four equal, annual installments of the original grant beginning on August 11, 2005.

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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