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TWENTY-F Form 4 July 03, 2011	TIRST CENT	URY	FOX, II	NC.								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION										PPROVAL 3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont	ger STA 6. r Filed ^{ns} Section	Washington, D.C. 20549 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									Expires: January 31 200 Estimated average burden hours per response 0.	
See Instruction 1(b).	uction		30(n)	of the In	vestment	Compan	y Ac	t of 19 ²	+0			
(Print or Type I	Responses)											
1. Name and Address of Reporting Person <u>*</u> DINH VIET D			2. Issuer Name and Ticker or Trading Symbol TWENTY-FIRST CENTURY FOX, INC. [FOX]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	^(First) TY-FIRST C 1211 AVEN S	ENT		3. Date of (Month/D 07/01/20	-	ansaction			X Director Officer (give below)		9 Owner er (specify	
					endment, Date Original nth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NEW YOR	K, NY 10036								Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(2	Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	uired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Beneficially Owned	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	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	07/01/2013				М	2,245 (1)	А	<u>(2)</u>	2,245	D		
Class A Common Stock	07/01/2013				D	2,245	D	\$ 29.4	0	D		

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

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information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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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 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. Transactio Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Expiration Date (Month/Day/Year) or (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Se (It
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(3)</u>	07/01/2013		М		2,245 (1)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,245	
Deferred Stock Units	<u>(3)</u>	07/01/2013		А	1,275		(5)	(5)	Class A Common Stock	1,275	:

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DINH VIET D C/O TWENTY-FIRST CENTURY FOX, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X					
Signatures						
/s/ Laura Cleveland as Attorney-in-Fact for Viet Dinh	D.	07/03/2	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).

The number of deferred stock units was adjusted in connection with the separation (the "Separation") of News Corporation from

- (1) Twenty-First Century Fox, Inc. on June 28, 2013. The adjustment was based on the ratio of the pre-Separation closing price on June 28, 2013 of Twenty-First Century Fox, Inc.'s Class A common stock and the volume weighted average price of Twenty-First Century Fox, Inc. Class A common stock on July 1, 2013.
- (2) The deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of Twenty-First Century Fox, Inc.'s Class A Common Stock.
- (3) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.

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(4) The deferred stock units became payable in cash on July 1, 2013, the fifth anniversary of the grant date.

(5) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

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.