

NEWS CORP
Form 4
October 03, 2013

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O NEWS CORPORATION, 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)
10/01/2013

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)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 114 ⁽¹⁾ | D | |
| Class B Common Stock | | | | | 1,464 ⁽¹⁾ | D | |
| Class A Common Stock | 10/01/2013 | | M | 505 ⁽²⁾ A ⁽³⁾ | 619 | D | |
| Class A Common Stock | 10/01/2013 | | D | 505 D \$ | 114 14.79 | D | |

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| | | | | | | | |
|----------------------------|------------|--|---|---------|-------|-------------|-------|
| Stock | | | | | (4) | | |
| Class A Common Stock | 10/01/2013 | | M | 629 (2) | A (3) | 743 | D |
| Class A Common Stock | 10/01/2013 | | D | 629 | D | \$ 15.91 | 114 D |

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) | 8. Pr Deri Secu (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Units | (5) | 10/01/2013 | | A | 505 (2) | (6) | (6) | Class A Common Stock | 505 |
| Deferred Stock Units | (5) | 10/01/2013 | | A | 629 (2) | (7) | (7) | Class A Common Stock | 629 |
| Deferred Stock Units | (5) | 10/01/2013 | | A | 773 (2) | (8) | (8) | Class A Common Stock | 773 |
| Deferred Stock Units | (5) | 10/01/2013 | | A | 1,077 (2) | (9) | (9) | Class A Common Stock | 1,077 |
| Deferred Stock Units | (5) | 10/01/2013 | | A | 809 (2) | (10) | (10) | Class A Common Stock | 809 |
| Deferred Stock Units | (5) | 10/01/2013 | | A | 660 (2) | (11) | (11) | Class A Common Stock | 660 |

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| | | | | | | | | | |
|----------------------|-----|------------|---|-------------------|------|------|----------------------|----------------|-----|
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>538</u> (2) | (12) | (12) | Class A Common Stock | 538 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>514</u> (2) | (13) | (13) | Class A Common Stock | 514 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>682</u> (2) | (14) | (14) | Class A Common Stock | 682 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>613</u> (2) | (15) | (15) | Class A Common Stock | 613 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>550</u> (2) | (16) | (16) | Class A Common Stock | 550 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>452</u> (2) | (17) | (17) | Class A Common Stock | 452 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>484</u> (2) | (18) | (18) | Class A Common Stock | 484 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>582</u> (2) | (19) | (19) | Class A Common Stock | 582 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>476</u> (2) | (20) | (20) | Class A Common Stock | 476 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>439</u> (2) | (21) | (21) | Class A Common Stock | 439 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>382</u> (2) | (22) | (22) | Class A Common Stock | 382 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>356</u> (2) | (23) | (23) | Class A Common Stock | 356 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>328</u> (2) | (24) | (24) | Class A Common Stock | 328 | |
| Deferred Stock Units | (5) | 10/01/2013 | A | <u>288</u> (2) | (25) | (25) | Class A Common Stock | 288 | |
| Deferred Stock | (5) | 10/01/2013 | M | | 505 | (26) | (26) | Class A Common | 505 |

| | | | | | | | | | |
|----------|-----|------------|--|---|-------|------|------|---------|-------|
| Units | | | | | | | | Stock | |
| Deferred | | | | | | | | Class A | |
| Stock | (5) | 10/01/2013 | | M | 629 | (26) | (26) | Common | 629 |
| Units | | | | | | | | Stock | |
| Deferred | | | | | | | | Class A | |
| Stock | (5) | 10/01/2013 | | A | 3,928 | (27) | (27) | Common | 3,928 |
| Units | | | | | | | | Stock | \$ 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MURDOCH LACHLAN K C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | | X | |

Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Lachlan K. Murdoch 10/03/2013

__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) Shares acquired in a pro rata distribution by Twenty-First Century Fox, Inc. ("Fox") of shares of News Corporation in connection with the separation of News Corporation from Fox.
The securities reported are the result of the issuance of deferred stock units of News Corporation pursuant to the Employee Matters Agreement entered into in connection with the separation of News Corporation from Fox. Under Australian law, the issuance could not be effected until October 1, 2013. The number of deferred stock units received was equivalent to the number of News Corporation shares a stockholder of Fox would have received in connection with the separation had such stockholder held a number of shares equal to the number of outstanding deferred stock units granted by Fox to the reporting person prior to the separation.
- (3) The deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
Settlement value was based on the closing price of News Corporation's Class A Common Stock on July 1, 2013, the fifth anniversary of the original grant date. Under Australian law, the issuance of deferred stock units of News Corporation could not be effected until October 1, 2013.
- (5) Each deferred stock unit represents the equivalent of one share of News Corporation Class A Common Stock.
- (6) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of July 1, 2008.
- (7) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of October 1, 2008.
- (8) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of January 2, 2009.
- (9) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of April 1, 2009.
- (10) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of July 1, 2009.
- (11) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of October 1, 2009.
- (12) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of January 4, 2010.

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- (13) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of April 1, 2010.
- (14) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of July 1, 2010.
- (15) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of October 1, 2010.
- (16) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of January 3, 2011.
- (17) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of April 1, 2011.
- (18) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of July 1, 2011.
- (19) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of October 3, 2011.
- (20) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of January 3, 2012.
- (21) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of April 2, 2012.
- (22) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of July 2, 2012.
- (23) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of October 1, 2012.
- (24) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of January 2, 2013.
- (25) The deferred stock units become payable in cash upon the fifth anniversary of the original grant date of April 1, 2013.
- (26) The deferred stock units became payable in cash upon the fifth anniversary of the original grant date.
- (27) 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.