**NEWS CORP** Form 4 October 17, 2008

### 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

(Print or Type Responses)

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

(Zip)

2. Transaction Date 2A. Deemed

(First) (Middle) (Last)

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

(Street)

(State)

NEW YORK, NY 10036

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

NEWS CORP [NWS] 3. Date of Earliest Transaction

(Month/Day/Year) 10/15/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

> (Month/Day/Year) (Instr. 8)

Code Disposed of (D)

(Instr. 3, 4 and 5)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form 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

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount of 8. Underlying Securities D

**OMB APPROVAL** 

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and COO

6. Ownership

Form: Direct

(Instr. 4)

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

10% Owner

Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

\_X\_\_ Director

Applicable Line)

5. Amount of

Securities

Following

Owned

Beneficially

X\_ Officer (give title

Estimated average

burden hours per

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash-settled restricted stock units (1)	<u>(1)</u>	10/15/2008		A	1,009 (2)	(3)	(3)	Class A Common Stock	1,009	
Cash-settled restricted stock units (1)	(1)	10/15/2008		A	876 (2)	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	876	
Cash-settled restricted stock units	(1)	10/15/2008		A	3,062 (2)	(3)	(3)	Class A Common Stock	3,062	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHERNIN PETER						
C/O NEWS AMERICA INCORPORATED	X		Descrident and COO			
1211 AVENUE OF THE AMERICAS	Λ		President and COO			
NEW YORK, NY 10036						

# **Signatures**

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

\*\*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) 1-for-1
- The cash-settled restricted stock units were issued pursuant to dividend equivalent rights which were credited to the reporting person for certain outstanding cash-settled restricted stock units held by the reporting person on October 15, 2008, the date on which dividends were paid on the issuer's Class A Common Stock.
- (3) The cash-settled restricted stock units vest on June 30, 2009 and shall be paid in cash upon vesting.
- (4) The recipient did not pay cash or other consideration for the receipt of cash-settled restricted stock units.

Reporting Owners 2

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(5) This number includes previously reported underlying cash-settled restricted stock units which are eligible to receive dividend equivalent rights.

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.