

NEWS CORP

Form 4

November 12, 2004

FORM 4**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURDOCH KEITH RUPERT

(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)
11/12/2004

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)
Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price		
Class A Common Stock	11/12/2004		A		4,340	A \$ 0 <u>(1)</u> 4,340	D	
Class B Common Stock	11/12/2004		A		16,018	A \$ 0 <u>(2)</u> 16,018	D	
Class A Common Stock	11/12/2004		A		2,000	A \$ 0 <u>(3)</u> 2,000	I	By wife
Class A	11/12/2004		A		2,800	A \$ 0 2,800	I	By

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Common Stock					(4)			children
Class B Common Stock	11/12/2004	A	2,000	A	\$ 0 (5)	2,000	I	By children
Class A Common Stock	11/12/2004	J(6)	4,012,402	A	\$ 0	4,012,402	I	By K. Rupert Murdoch 2004 Revocable Trust (7)
Class B Common Stock	11/12/2004	J(6)	10,646,571	A	\$ 0	10,646,571	I	By K. Rupert Murdoch 2004 Revocable Trust (7)

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

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(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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 44 (8)	11/15/1999		A	12,000,000 (9)	(10) 11/15/2009	Class A Common Stock 12,000 (9)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MURDOCH KEITH RUPERT C/O NEWS AMERICA INCORPORATED	X Chairman and CEO

1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Signatures

/s/ Laura O' Leary, Attorney-in-Fact for K. Rupert
Murdoch

11/12/2004

__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) Received in exchange for 32,037 shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with the reorganization of TNCL to the United States (the "Reorganization").
 - (2) Received in exchange for 8,681 shares of TNCL Ordinary Shares in connection with the Reorganization.
 - (3) Received in exchange for 4,000 shares of TNCL Preferred Shares in connection with the Reorganization.
 - (4) Received in exchange for 5,600 shares of TNCL Preferred Shares in connection with the Reorganization.
 - (5) Received in exchange for 4,000 shares of TNCL Ordinary Shares in connection with the Reorganization.
 - (6) On 11/12/2004, the effective date of the Reorganization, Reporting Person received a pro rata distribution from certain family trusts, of which the Reporting Person was a potential beneficiary.
 - (7) Reporting Person additionally is deemed to have a relevant interest in shares by reason of his beneficial and trustee interests in the K. Rupert Murdoch 2004 Revocable Trust.
 - (8) Reported in Australian dollars. On the grant date, the exercise price would have been US\$28.45 after giving effect to the one for two exchange ratio.

Received in exchange for options held over TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
 - (10) The options provide for vesting as to 25% on each anniversary date after the date of the original 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.