

MURDOCH LACHLAN K

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MURDOCH LACHLAN K

(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)  
Sr. EVP and Deputy COO

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                              |                                                                   | 1,056                                                                                         | A                                                        | <u>(1)</u> 1,056                                      | D |
| Class B Common Stock            | 11/12/2004                           |                                                    | A                              |                                                                   | 7,057                                                                                         | A                                                        | <u>(2)</u> 7,057                                      | D |

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                           |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|------------------------------------------------------------------|--------------------|----------------------------|---------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                              | Expiration<br>Date | Title                      | Amount<br>Number<br>Share |
| Stock<br>Options<br>(right to buy)                  | \$ 18.7 <sup>(3)</sup>                                             | 09/07/1998                              |                                                             | A                                    |                                                                                                           | 100,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 09/07/2008         | Class A<br>Common<br>Stock | 100,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 9.58 <sup>(6)</sup>                                             | 08/19/1997                              |                                                             | A                                    |                                                                                                           | 220,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 08/19/2007         | Class A<br>Common<br>Stock | 220,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 20.92<br><u>(7)</u>                                             | 09/06/1999                              |                                                             | A                                    |                                                                                                           | 100,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 09/06/2009         | Class A<br>Common<br>Stock | 100,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 22 <sup>(8)</sup>                                               | 11/15/1999                              |                                                             | A                                    |                                                                                                           | 500,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 11/15/2009         | Class A<br>Common<br>Stock | 500,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 35.5 <sup>(9)</sup>                                             | 05/01/2000                              |                                                             | A                                    |                                                                                                           | 500,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 05/01/2010         | Class A<br>Common<br>Stock | 500,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 36.3 <sup>(10)</sup>                                            | 08/01/2000                              |                                                             | A                                    |                                                                                                           | 100,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 08/01/2010         | Class A<br>Common<br>Stock | 100,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 28.06<br><u>(11)</u>                                            | 08/30/2001                              |                                                             | A                                    |                                                                                                           | 130,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 08/30/2010         | Class A<br>Common<br>Stock | 130,<br><u>(4)</u>        |
| Stock<br>Options<br>(right to buy)                  | \$ 16.04<br><u>(12)</u>                                            | 08/13/2002                              |                                                             | A                                    |                                                                                                           | 170,000<br><u>(4)</u>                                          |     | <u>(5)</u>                                                       | 08/13/2012         | Class A<br>Common<br>Stock | 170,<br><u>(4)</u>        |
| Stock<br>Appreciation<br>Right                      | \$ 19.78<br><u>(13)</u>                                            | 08/11/2003                              |                                                             | A                                    |                                                                                                           | 187,500<br><u>(14)</u>                                         |     | <u>(15)</u>                                                      | 08/11/2013         | Class A<br>Common<br>Stock | 187,<br><u>(1)</u>        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

# Edgar Filing: MURDOCH LACHLAN K - Form 4

Director    10% Owner    Officer    Other

MURDOCH LACHLAN K  
C/O NEWS AMERICA INCORPORATED    X    Sr. EVP and Deputy COO  
1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

## Signatures

/s/ Laura O' Leary, Attorney-in-Fact for Lachlan K.    11/12/2004  
Murdoch

\_\_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 2,112 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 14,114 shares of TNCL Ordinary Shares in connection with the reorganization of TNCL to the United States.
- (3) Reported in Australian dollars. On date of grant, conversion price was US\$11.05.  
Received in exchange for options held over TNCL Preferred Shares in connection with the reorganization of TNCL to the United States.
- (4) On 11/12/2004, the effective date of the reorganization of TNCL to the United States, each outstanding option over TNCL Preferred Shares was cancelled and one-half option over Class A Common Stock was issued in exchange therefore.
- (5) The options provide for vesting as to 25% on each anniversary date of the grant date.
- (6) Reported in Australian dollars. On date of grant, conversion was US\$7.08.
- (7) Reported in Australian dollars. On date of grant, conversion was US\$13.49.
- (8) Reported in Australian dollars. On date of grant, conversion was US\$14.21.
- (9) Reported in Australian dollars. On date of grant, conversion was US\$20.78.
- (10) Reported in Australian dollars. On date of grant, conversion was US\$21.08.
- (11) Reported in Australian dollars. On date of grant, conversion was US\$14.87.
- (12) Reported in Australian dollars. On date of grant, conversion was US\$8.66.
- (13) Reported in Australian dollars. On the grant date, the exercise price would have been US\$12.94 after giving effect to the on for two exchange ratio.
- (14) On 11/12/2004, the effective date of the Reorganization, each outstanding stock appreciation right for TNCL Preferred Shares was cancelled and a stock appreciation right for Class A Common Stock for half the number of the shares was issued in exchange therefore.
- (15) The stock appreciation right provide for vesting as to 25% on each anniversary date after the date of the original grant.

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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