

KNIGHT ANDREW
Form 4
October 18, 2012

FORM 4

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

OMB APPROVAL

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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 *
KNIGHT ANDREW

2. Issuer Name and Ticker or Trading Symbol
NEWS CORP [NWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(City) (State) (Zip)

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)	Price		
				Code	V	Amount	
Class A Common Stock	10/16/2012		M	2,728	A	22,351	D
Class A Common Stock	10/16/2012		D	2,728	D	\$ 24.77	D
Class A Common Stock	10/16/2012		M	2,454	A	22,077	D
Class A Common Stock	10/16/2012		D	2,454	D	\$ 19,623	D

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Common Stock						24.77		
Class A Common Stock	10/16/2012	M	2,201	A	Ⓛ	21,824		D
Class A Common Stock	10/16/2012	D	2,201	D	\$ 24.77	19,623		D
Class A Common Stock	10/16/2012	M	1,809	A	Ⓛ	21,432		D
Class A Common Stock	10/16/2012	D	1,809	D	\$ 24.77	19,623		D
Class A Common Stock	10/16/2012	M	1,937	A	Ⓛ	21,560		D
Class A Common Stock	10/16/2012	D	1,937	D	\$ 24.77	19,623		D
Class A Common Stock	10/16/2012	M	2,331	A	Ⓛ	21,954		D
Class A Common Stock	10/16/2012	D	2,331	D	\$ 24.77	19,623		D
Class A Common Stock	10/16/2012	M	1,907	A	Ⓛ	21,530		D
Class A Common Stock	10/16/2012	D	1,907	D	\$ 24.77	19,623		D
Class A Common Stock	10/16/2012	M	1,757	A	Ⓛ	21,380		D
Class A Common Stock	10/16/2012	D	1,757	D	\$ 24.77	19,623		D
Class A Common Stock	10/16/2012	M	1,531	A	Ⓛ	21,154		D
Class A Common Stock	10/16/2012	D	1,531	D	\$ 24.77	19,623		D

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Class A Common Stock	10/16/2012		M	253	A	<u>(1)</u>	19,876	D
Class A Common Stock	10/16/2012		D	253	D	\$ 24.77	19,623	D

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)	8. Price or Derivative Security (Instr. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(2)</u>	10/16/2012		M	2,728	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,728	<u>(1)</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M	2,454	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,454	<u>(1)</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M	2,201	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,201	<u>(1)</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M	1,809	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,809	<u>(1)</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M	1,937	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,937	<u>(1)</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M	2,331	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,331	<u>(1)</u>

Deferred Stock Units	(2)	10/16/2012	M	1,907	(3)	(3)	Class A Common Stock	1,907	(1)
Deferred Stock Units	(2)	10/16/2012	M	1,757	(3)	(3)	Class A Common Stock	1,757	(1)
Deferred Stock Units	(2)	10/16/2012	M	1,531	(3)	(3)	Class A Common Stock	1,531	(1)
Deferred Stock Units	(2)	10/16/2012	M	253	(3)	(3)	Class A Common Stock	253	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT ANDREW C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X			

Signatures

/s/ Laura Cleveland as Attorney-in-Fact for Andrew Knight

10/18/2012

__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) 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.
- (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Mr. Knight did not stand for re-election as a member of the Board of Directors, and, accordingly, his service on the Board of Directors ended upon the conclusion of the News Corporation annual meeting of stockholders held on October 16, 2012.

Remarks:

This is part two of a two part Form 4.

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.