

NEWS CORP
Form 4
November 30, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SHUMAN STANLEY S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
C/O NEWS AMERICA
INCORPORATED, 1211 AVENUE
OF THE AMERICAS
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2012

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 Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Class A Common Stock	11/29/2012		S	332,514	D	\$ 24.64	0	I	By the Stanley S. Shuman Revocable Trust
						(1)			
Class B Common Stock	11/29/2012		S	60,996	D	\$ 25.26	0	I	By the Stanley S. Shuman Revocable Trust
						(2)			
	11/30/2012		S	1	D	0		I	

Class A - CHESS Depository Interest	\$ 24.54 <u>(3)</u>	By the Stanley S. Shuman Revocable Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHUMAN STANLEY S C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Director Emeritus

Signatures

/s/ Laura Cleveland as Attorney-in-Fact for Stanley S. Shuman	11/30/2012
**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)

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The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.51 to \$24.79, inclusive. The reporting person undertakes to provide to News Corporation, any security holder of News Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (2).

- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.11 to \$25.42, inclusive.
- (3) The sale price was equivalent to US\$24.54. The share reported was sold on the Australian Stock Exchange with a sale price of A\$23.58.

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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