

Knight Andrew
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Knight Andrew

(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)

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		201,123	A	<u>(1)</u>	201,123	I	See Footnote <u>(2)</u>
Class B Common Stock	11/12/2004		A		120,657	A	<u>(3)</u>	120,657	I	See Footnote (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

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 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. Amount or Number of Shares		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		
Stock Option (right to buy)	\$ 12.18 (4)	10/07/1997		A		6,000 (5)		(6)	10/07/2007	Class A Common Stock	6,000 (5)	
Stock Option (right to buy)	\$ 15.96 (7)	10/13/1998		A		6,000 (5)		(6)	10/13/2008	Class A Common Stock	6,000 (5)	
Stock Option (right to buy)	\$ 21.1 (8)	11/03/1999		A		6,000 (5)		(6)	11/03/2009	Class A Common Stock	6,000 (5)	
Stock Option (right to buy)	\$ 35.66 (9)	10/18/2000		A		6,000 (5)		(6)	10/18/2010	Class A Common Stock	6,000 (5)	
Stock Option (right to buy)	\$ 22.54 (10)	10/11/2001		A		6,000 (5)		(6)	10/11/2011	Class A Common Stock	6,000 (5)	
Stock Option (right to buy)	\$ 15.46 (11)	10/09/2002		A		6,000 (5)		(6)	10/09/2012	Class A Common Stock	6,000 (5)	
Deferred Stock Units	(12)	04/01/2004		A		2,462 (13)		(14)	(14)	Class A Common Stock	2,462 (13)	\$
Deferred Stock Units	(12)	07/01/2004		A		606 (13)		(14)	(14)	Class A Common Stock	606 (13)	\$

Deferred							Class A	
Stock	(12)	10/01/2004	A	636 (13)	(14)	(14)	Common	636 (13)
Units							Stock	

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 O' Leary, Attorney-in-Fact for Andrew S. B. Knight

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 402,246 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) Reporting Person is deemed to have an interest by reason of his beneficial interest in a settlement, the trustees of which are Royal Bank of Canada Trustees Limited and Bloomfield Trustees (Jersey) Limited.
- (3) Received in exchange for 241,314 shares of TNCL Ordinary Shares in connection with the Reorganization.
- (4) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.81 after giving effect to the one for two exchange ratio.
- (5) 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.
- (6) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
- (7) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.94 after giving effect to the one for two exchange ratio.
- (8) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.60 after giving effect to the one for two exchange ratio.
- (9) Reported in Australian dollars. On the grant date, the exercise price would have been US\$18.55 after giving effect to the one for two exchange ratio.
- (10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.22 after giving effect to the one for two exchange ratio.
- (11) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.45 after giving effect to the one for two exchange ratio.
- (12) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.
- (13) Received in exchange for deferred stock units of TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each deferred stock unit of TNCL Preferred Shares was cancelled and deferred stock units of Class A Common Stock for half the number of deferred stock units of TNCL Preferred Shares were issued in exchange therefore.

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(14) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

(15) Represents the price of the deferred stock units after giving effect to the one for two exchange ratio.

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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