

NEWS CORP

Form 4

November 02, 2007

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 *
CHERNIN PETER

(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)
10/17/2007

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) **President and 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	(D)	Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Cash-settled restricted stock units (1)	(1)	10/17/2007	A		383 (2)		(3)	(3)	Class A Common Stock	383
Cash-settled restricted stock units (1)	(1)	10/17/2007	A		768 (2)		(6)	(6)	Class A Common Stock	768
Cash-settled restricted stock units (1)	(1)	10/17/2007	A		667 (2)		(6)	(6)	Class A Common Stock	667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHERNIN PETER C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		President and COO	

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for Peter Chernin
 11/02/2007
 **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) 1-for-1
 The cash-settled restricted stock units were issued pursuant to dividend equivalent rights which were credited to the reporting person for certain outstanding cash-settled restricted stock units held by the reporting person on October 17, 2007, the date on which dividends were paid on the issuer's Class A Common Stock.
- (3) The cash-settled restricted stock units vest on July 1, 2008 and shall be paid in cash upon vesting.

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- (4) The recipient did not pay cash or other consideration for the receipt of cash-settled restricted stock units.
- (5) This number includes previously reported underlying cash-settled restricted stock units which are eligible to receive dividend equivalent rights.
- (6) The cash-settled restricted stock units vest 50% on July 1, 2008 and 50% on June 30, 2009 and shall be paid in cash upon vesting.

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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