

NALLEN JOHN
Form 4
August 17, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NALLEN JOHN

(Last) (First) (Middle)

C/O TWENTY-FIRST CENTURY
FOX, INC., 1211 AVENUE OF THE
AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

TWENTY-FIRST CENTURY FOX,
INC. [FOX]

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

08/15/2018

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)
Senior EVP, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/15/2018		M	121,469	A (1) 185,869 (2)	D	
Class A Common Stock	08/15/2018		F	64,646	D \$ 45.48 121,223	D	

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)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock-settled performance stock units	(3)	08/15/2018		M		121,469		08/15/2018	08/15/2018	Class A Common Stock	12

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

NALLEN JOHN
C/O TWENTY-FIRST CENTURY FOX, INC.
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Senior EVP, CFO

Signatures

Laura A. Cleveland as Attorney-in-Fact for John Nallen

08/17/2018

__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 stock-settled performance stock units were deemed to have settled for an equivalent number of shares of Twenty-First Century Fox, Inc.'s Class A Common Stock.

(2) Excludes 99,900 shares of Class A Common Stock transferred from the reporting person's direct ownership to a Grantor Retained Annuity Trust ("GRAT"), and which are now, accordingly, indirectly held by the reporting person through the GRAT.

(3) Each performance stock unit represents the equivalent of one share of Twenty-First Century Fox, Inc.'s Class A Common Stock.

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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