

NEWS CORP
Form 4
November 12, 2004

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 *
CAREY CHASE

(Last) (First) (Middle)

C/O NEWS CORPORATION
INCORPORATED, 1211 AVENUE
OF THE AMERICAS

(Street)

NEW YORK, NY 10026

(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
TNCL Preferred Limited Voting Ordinary Shares	10/04/2004		M		98,000	A	\$ 9.35 0 (2)
TNCL Preferred Limited Voting Ordinary	10/04/2004		S		98,000	D	\$ 7.96 0 (1)

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Shares							
TNCL Preferred Limited Voting Ordinary Shares	10/05/2004	M	240,000	A	\$ 9.35 <u>(2)</u>	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/05/2004	S	240,000	<u>D</u> (1)	\$ 7.98	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	M	120,000	A	\$ 9.35 <u>(3)</u>	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	S	120,000	<u>D</u> (1)	\$ 8	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	M	120,000	A	\$ 4.79 <u>(4)</u>	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	S	120,000	<u>D</u> (1)	\$ 8	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	M	3,000	A	\$ 7.73 <u>(5)</u>	0	D
TNCL Preferred Limited Voting	10/06/2004	S	3,000	<u>D</u> (1)	\$ 8	0	D

Ordinary Shares								
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004		M	22,000	A	\$ 11 (6)	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004		S	22,000	D (1)	\$ 8.05	0	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.35 ⁽²⁾	10/05/2004		M	240,000 (7)	⁽⁸⁾ 09/07/2008	09/07/2008	Preferred Shares	240,000 (7)
Stock Option (right to buy)	\$ 9.35 ⁽³⁾	10/06/2004		M	120,000 (7)	⁽⁸⁾ 09/07/2008	09/07/2008	Preferred Shares	120,000 (7)
Stock Option (right to buy)	\$ 4.79 ⁽⁴⁾	10/06/2004		M	120,000 (7)	⁽⁸⁾ 08/19/2007	08/19/2007	Preferred Shares	120,000 (7)
Stock Option	\$ 7.73 ⁽⁵⁾	10/06/2004		M	3,000 ⁽⁷⁾	⁽⁸⁾ 11/15/2009	11/15/2009	Preferred Shares	2,000 ⁽⁷⁾

(right to buy)

Stock

Option (right to buy)	\$ 11 ⁽⁹⁾	10/06/2004	M	22,000 ₍₇₎	<u>(8)</u>	10/09/2012	Preferred Shares	22,000 ₍₇₎
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Stock

Option (right to buy)	\$ 7.73 ⁽¹⁰⁾	10/09/2002	A	4,500 ₍₁₁₎	<u>(8)</u>	10/09/2012	Class A Common	4,500 ₍₁₁₎
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY CHASE C/O NEWS CORPORATION INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10026	X			

Signatures

/s/ Laura O'Leary, Attorney-in-Fact for Chase Carey

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) ADSs representing the shares were sold. Each ADS represented 4 underlying shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares").

(2) Reported in Australian dollars. The exercise price was US\$6.75.

(3) Reported in Australian dollars. The exercise price was US\$6.78.

(4) Reported in Australian dollars. The exercise price was US\$3.47.

(5) Reported in Australian dollars. The exercise price was US\$5.60.

(6) Reported in Australian dollars. The exercise price was US\$7.97

(7) Share numbers reported are actual numbers of TNCL Preferred Shares received. On 11/12/2004, the effective date of the reorganization of TNCL to the United States (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.

(8) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.

(9) Reported in Australian dollars. The exercise price was US\$7.97.

(10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$4.23 after giving effect to the one for two exchange ratio.

(11) Received in exchange for 9,000 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.

Remarks:

This is part 3 of a three 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.

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