

DEVOE DAVID F
Form 4
August 06, 2010

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 *
DEVOE DAVID F

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/04/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. EVP and CFO

(Street)
NEW YORK, NY 10036

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

(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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	08/06/2010		M		95,420	A	\$ 14.35
Class A Common Stock	08/06/2010		F		44,103	D	\$ 14.35
Class A Common Stock	08/06/2010		D		51,317	D	\$ 14.35

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

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(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 Underlying Security (Instr. 3 and 4)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Cash-settled restricted share units	(2)	08/04/2010		A		381,679		(3)	(3)	Class A Common Stock
Cash-settled restricted share units	(2)	08/04/2010		A		108,921		(5)	(5)	Class A Common Stock
Cash-settled restricted share units	(2)	08/06/2010		M		95,420	08/06/2010	08/06/2010		Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVOE DAVID F C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Sr. EVP and CFO	

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for David F. DeVoe

08/06/2010

__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 cash-settled restricted share units were deemed to have settled for an equivalent number of shares of the News Corporation's Class A Common Stock.

(2) 1-for-1

(3)

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The cash-settled restricted share units will vest in four, equal installments on each of August 6, 2010, November 15, 2010, November 15, 2011 and November 15, 2012 and shall be paid in cash upon vesting.

- (4) The recipient did not pay cash or other consideration for the award of cash-settled restricted share units.
- (5) The cash-settled restricted share units will vest in four, equal annual installments beginning on August 15, 2010 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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