NEWS Corp Form 4 July 02, 2013

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

2. Issuer Name and Ticker or Trading

(Print or Type Responses)

1. Name and Address of Reporting Person * Chao Elaine L.

Symbol

NEWS Corp [NWS]

(First) (Middle) (Last)

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

06/28/2013

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

(Street)

(State)

(Month/Day/Year)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

below)

X_ Director

Officer (give title

Issuer

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

NEW YORK, NY 10036

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

3. Execution Date, if (Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474

(Instr. 3 and 4)

information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. TransactionNumber Code of

(A)

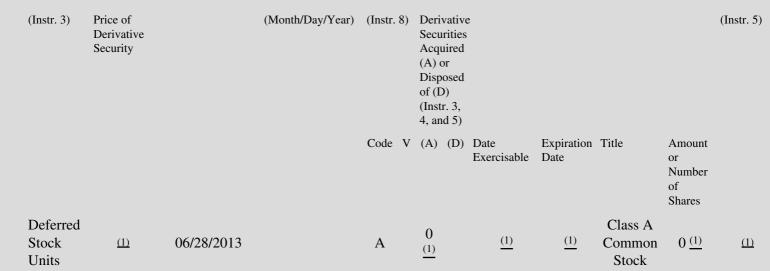
or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security

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Reporting Owners

Reporting Owner Name / Address	Relationships			
reporting Owner Name / Namess	Director	10% Owner	Officer	Other
Chao Elaine L. C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X			

Signatures

/s/ Kenneth C. Mertz, Attorney-in-Fact for Elaine L. 07/02/2013

**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).

Securities intended to be reported herein represent deferred stock units originally granted by Twenty-First Century Fox, Inc. that were converted into equity awards of News Corporation in connection with the separation of News Corporation from Twenty-First Century

(1) Fox, Inc. The conversion will be based on the ratio of the closing price on June 28, 2013 of the former parent company's Class A common stock and the volume weighted average price of News Corporation Class A common stock over a 10-day period beginning on July 1, 2013. The Reporting Person anticipates filing an additional Form 4 when the amount of securities acquired can be calculated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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