

TWENTY-FIRST CENTURY FOX, INC.

Form 4

April 02, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
DINH VIET D

(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)**04/01/2014**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 Ownership (Instr. 4)
Class A Common Stock	04/01/2014		M	4,789 (1)	A 4,789	D	
Class A Common Stock	04/01/2014		D	4,789	\$ 33.04 0	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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(9-02)

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 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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Deferred Stock Units	(3)	04/01/2014		M			4,789 (1)	Class A Common Stock 4,789
Deferred Stock Units	(3)	04/01/2014		A		1,134		Class A Common Stock 1,134

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DINH VIET D C/O TWENTY-FIRST CENTURY FOX, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X

Signatures

Laura A. Cleveland as Attorney-in-Fact for Viet D. Dinh
04/02/2014

**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 number of deferred stock units was adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. on June 28, 2013. The adjustment was based on the ratio of the pre-Separation closing price on June 28, 2013 of Twenty-First Century Fox, Inc.'s Class A common stock and the volume weighted average price of Twenty-First Century Fox, Inc. Class A common stock on July 1, 2013.
- (2) The deferred stock units were deemed to have settled for cash value of an equivalent number of shares of Twenty-First Century Fox, Inc.'s Class A Common Stock.
- (3) Each deferred stock unit represents the equivalent of one share of Twenty-First Century Fox, Inc.'s Class A Common Stock.

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- (4) The deferred stock units became payable in cash on April 1, 2014, the fifth anniversary of the grant date.
- (5) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

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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