

NEWS CORP

Form 4

August 19, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Halpin Kevin

(Last) (First) (Middle)

C/O NEWS CORPORATION, 1211  
AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

NEWS CORP [NWS]

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

08/15/2014

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)

Deputy Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Class A<br>Common<br>Stock            | 08/15/2014                              |                                                             | M                                    | 13,239                                                                  | A                                                                                                                  | 13,239                                                               | D                                       |
| Class A<br>Common<br>Stock            | 08/15/2014                              |                                                             | F                                    | 4,895                                                                   | D                                                                                                                  | \$<br>17.3                                                           | 8,344<br>D                              |
| Class A<br>Common<br>Stock            | 08/15/2014                              |                                                             | M                                    | 34,798                                                                  | A                                                                                                                  | 43,142                                                               | D                                       |
| Class A<br>Common                     | 08/15/2014                              |                                                             | F                                    | 14,853                                                                  | D                                                                                                                  | \$<br>17.3                                                           | 28,289<br>D                             |

Stock

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|----------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                          | Amount<br>or<br>Number<br>of Shares |
| Stock-Settled<br>Restricted<br>Share Units          | (3)                                                                | 08/15/2014                              |                                                             | M                                    | 13,239<br>(4)                                                                                                | 08/15/2014                                                     | 08/15/2014         | Class A<br>Common<br>Stock                                     | 13,239                              |
| Stock-Settled<br>Performance<br>Share Units         | (3)                                                                | 08/15/2014                              |                                                             | M                                    | 34,798<br>(5)                                                                                                | 08/15/2014                                                     | 08/15/2014         | Class A<br>Common<br>Stock                                     | 34,798                              |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| Halpin Kevin<br>C/O NEWS CORPORATION<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | Deputy Chief Financial Officer   |

## Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Kevin Halpin 08/19/2014

\_\_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)

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

- (2) The stock-settled performance share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- (3) Each restricted share unit and performance share unit is the economic equivalent of one share of News Corporation's Class A Common Stock.

- The number of restricted share units reported herein was adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. ("Fox") on June 28, 2013. The adjustment was based on the ratio of the closing price on June 28, 2013 of Fox's Class A Common Stock and the volume weighted average price of News Corporation's Class A Common Stock over a 10-day period ending on July 15, 2013 (the "Conversion Ratio").
- (4)
  - (5) The number of performance share units reported herein was adjusted in connection with the Separation based on the Conversion Ratio.

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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