**NEWS CORP** Form 4 February 14, 2008

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Paige Roderick R Issuer Symbol NEWS CORP [NWS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title Other (specify C/O NEWS AMERICA 02/12/2008 below) **INCORPORATED, 1211 AVENUE** OF THE AMERICAS (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

NEW YORK, NY 10036

(State)

02/12/2008

(City)

Class A

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

0

\$

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8)

1.291 D

		` •	Code V	' Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)
Class A Common Stock	02/12/2008		M	1,298	A	(1)	1,298	D
Class A Common Stock	02/12/2008		D	1,298	D	\$ 19.37	0	D
Class A Common Stock	02/12/2008		M	1,291	A	<u>(1)</u>	1,291	D

D

(Instr. 4)

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Common Stock					19.37		
Class A Common Stock	02/12/2008	M	1,164	A	(1)	1,164	D
Class A Common Stock	02/12/2008	D	1,164	D	\$ 19.37	0	D
Class A Common Stock	02/12/2008	M	1,073	A	(1)	1,073	D
Class A Common Stock	02/12/2008	D	1,073	D	\$ 19.37	0	D
Class A Common Stock	02/12/2008	M	1,233	A	(1)	1,233	D
Class A Common Stock	02/12/2008	D	1,233	D	\$ 19.37	0	D
Class A Common Stock	02/12/2008	M	1,171	A	(1)	1,171	D
Class A Common Stock	02/12/2008	D	1,171	D	\$ 19.37	0	D
Class A Common Stock	02/12/2008	M	1,311	A	(1)	1,311	D
Class A Common Stock	02/12/2008	D	1,311	D	\$ 19.37	0	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Instr.

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	Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,298	(3)	(3)	Class A Common Stock	1,298	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,291	(3)	(3)	Class A Common Stock	1,291	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,164	(3)	(3)	Class A Common Stock	1,164	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,073	(3)	(3)	Class A Common Stock	1,073	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,233	(3)	(3)	Class A Common Stock	1,233	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,171	(3)	(3)	Class A Common Stock	1,171	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	02/12/2008	M	1,311	(3)	(3)	Class A Common Stock	1,311	<u>(1</u>

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Paige Roderick R C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X						

## **Signatures**

/s/ Laura O'Leary, as Attorney-in-Fact for Roderick R.
Paige

\*\*Signature of Reporting Person Date

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### **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 deferred stock units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.
- The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Dr. Paige resigned as a member of the Board of Directors on February 12, 2008.

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.