NEWS CORP Form 4 April 18, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

10% Owner

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **CHERNIN PETER**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

President and COO

6. Individual or Joint/Group Filing(Check

Issuer

NEWS CORP [NWS]

3. Date of Earliest Transaction

X_ Director (Month/Day/Year)

X_ Officer (give title Other (specify 04/16/2008 below)

C/O NEWS AMERICA **INCORPORATED, 1211 AVENUE** OF THE AMERICAS

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

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

NEW YORK, NY 10036

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

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

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

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

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following (Instr. 4)

(D) or Indirect Beneficial Ownership (Instr. 4)

7. Nature of

Indirect

Reported (A) Transaction(s) or (Instr. 3 and 4)

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 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 5. Number 6. Date Exercisable and 3. Transaction Date 3A. Deemed 7. Title and Amount of 8. Pr Derivative (Month/Day/Year) Execution Date, if **Expiration Date** Underlying Securities Conversion Transactionof

Edgar Filing: NEWS CORP - Form 4

(Inst

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash-settled restricted stock units (1)	(1)	04/16/2008		A	486 (2)	(3)	(3)	Class A Common Stock	486	
Cash-settled restricted stock units (1)	(1)	04/16/2008		A	976 (2)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	976	
Cash-settled restricted stock units (1)	(1)	04/16/2008		A	847 (2)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	847	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CHERNIN PETER						
C/O NEWS AMERICA INCORPORATED	X		President and COO			
1211 AVENUE OF THE AMERICAS	Λ		riesidelli alid COO			
NEW YORK, NY 10036						

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for Peter 04/18/2008 Chernin **Signature of Reporting Person

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) 1-for-1
- The cash-settled restricted stock units were issued pursuant to dividend equivalent rights which were credited to the reporting person for (2) certain outstanding cash-settled restricted stock units held by the reporting person on April 16, 2008, the date on which dividends were paid on the issuer's Class A Common Stock.

Date

(3) The cash-settled restricted stock units vest on July 1, 2008 and shall be paid in cash upon vesting.

Reporting Owners 2

Edgar Filing: NEWS CORP - Form 4

- (4) The recipient did not pay cash or other consideration for the receipt of cash-settled restricted stock units.
- (5) This number includes previously reported underlying cash-settled restricted stock units which are eligible to receive dividend equivalent rights.
- (6) The cash-settled restricted stock units vest 50% on July 1, 2008 and 50% on June 30, 2009 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. 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.