DEVOE DAVID F Form 4 April 17, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DEVOE DAVID F**

2. Issuer Name and Ticker or Trading

04/15/2009

5. Relationship of Reporting Person(s) to

Symbol

NEWS CORP [NWS]

(Check all applicable)

Sr. EVP and CFO

(Last)

(Instr. 3)

(First)

(Middle)

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

_X__ Director 10% Owner X_ Officer (give title

below)

Issuer

Other (specify below)

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

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

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

NEW YORK, NY 10036

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

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

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

5. Amount of Securities Beneficially Owned Following

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

Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

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

1. Title of Derivative Conversion

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

Transactionof

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr Underlying Securities

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(Inst

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative (Month/Da Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Year)	(Instr. 3 and	4)	S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash-settled restricted stock units (1)	<u>(1)</u>	04/15/2009		A	230 (2)	(3)	(3)	Class A Common Stock	230	
Cash-settled restricted stock units (1)	(1)	04/15/2009		A	200 (2)	(3)	<u>(3)</u>	Class A Common Stock	200	
Cash-settled restricted stock units (1)	(1)	04/15/2009		A	700 (2)	(3)	<u>(3)</u>	Class A Common Stock	700	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEVOE DAVID F						
C/O NEWS AMERICA INCORPORATED	X		Sr. EVP and CFO			
1211 AVENUE OF THE AMERICAS	Λ		SI. EVF allu CI'O			
NEW YORK, NY 10036						

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for David F.
DeVoe

**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) 1-for-1
- The cash-settled restricted stock units were issued pursuant to dividend equivalent rights which were credited to the reporting person for certain outstanding cash-settled restricted stock units held by the reporting person on April 15, 2009, the date on which dividends were paid on the issuer's Class A Common Stock.
- (3) The cash-settled restricted stock units vest on June 30, 2009 and shall be paid in cash upon vesting.

Reporting Owners 2

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- (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.

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.