

DIRECTV GROUP INC
Form 4
February 29, 2008

FORM 4

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

OMB APPROVAL

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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 *
MURDOCH KEITH RUPERT

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIRECTV GROUP INC [DTV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2008

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)
Chairman

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/27/2008		J ⁽¹⁾		470,420,752	D	<u>1</u> 0
						I	see footnote <u>(2)</u>

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)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURDOCH KEITH RUPERT C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Chairman	

Signatures

/s/ Laura O'Leary as Attorney-in Fact for Keith Rupert Murdoch

02/29/2008

**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) On December 22, 2006, News Corporation ("News Corp") entered into a share exchange agreement (the "Share Exchange Agreement") with Liberty Media Corporation ("Liberty"). On February 27, 2008, the transaction contemplated by the Share Exchange Agreement closed after satisfaction of all conditions to closing. Upon closing, News Corp exchanged a 100% interest in a News Corp subsidiary, whose holdings consist of (i) 470,420,752 shares of common stock of the issuer, (ii) three of News Corp's Regional Sports Networks and (iii) approximately \$625 million in cash, for approximately 325 million shares of Class A Common Stock of News Corp and 188 million shares of Class B Common Stock of News Corp held by Liberty.

(2) The shares of common stock of the issuer that are subject to this Statement had been held as follows: (i) Fox Entertainment Group, Inc. ("FEG") was the record and beneficial owner of the 470,420,752 shares of common stock of the issuer and (ii) News Corp also was a beneficial owner of such shares by virtue of News Corp owning 100% of the shares of FEG. By reason of (1) the Class B common stock of News Corp owned by (a) K. Rupert Murdoch and (b) the Murdoch Family Trust and as a result of Mr. Murdoch's ability to appoint certain members of the board of directors of Cruden Financial Services LLC, the corporate trustee of the Murdoch Family Trust, (although Mr. Murdoch disclaims any beneficial ownership of the shares of Class B common stock of News Corp held by the Murdoch Family Trust) and (2) Mr. Murdoch's position as Chairman and Chief Executive Officer of News Corp, Mr. Murdoch may be deemed to control the operations of News Corp and FEG.

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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