## Edgar Filing: NEWS CORP - Form 4

NEWS CORP	)									
Form 4	~~~									
August 15, 20										
FORM	4 UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSIO	NT.	PPROVAL	
<i>c</i> 1		0111110		shington				N OMB Number:	3235-0287	
Check this box if no longer									January 31, 2005	
subject to Section 16 Form 4 or	subject to Section 16. SECURITIES Form 4 or							Estimated burden hou response	average urs per	
Form 5 obligations may contir <i>See</i> Instruct 1(b).	s Section 17(	a) of the I	Public U	Itility Hol	ding Coi		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Re	esponses)									
1. Name and Ad CHERNIN P	2. Issuer Name <b>and</b> Ticker or Trading Symbol NEWS CORP [NWS]				5. Relationship of Reporting Person(s) to Issuer					
(Last)				-		(Che	eck all applicabl	k all applicable)		
C/O NEWS A INCORPORA OF THE AM	(Month/Day/Year) 08/11/2005				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and COO					
(Street)			4. If Amendment, Date Original			ıl	6. Individual or Joint/Group Filing(Check			
Filed(Month/Day/Yea				onth/Day/Yea	_X_ Form filed by			One Reporting Person More than One Reporting		
NEW YORK	., NY 10036						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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 Beneficial Ownership (Instr. 4)	
Reminder: Repo	rt on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforr requi	nation cont red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	Beneficially Owner securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		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 of Number of Shares
Cash-settled restricted stock units	<u>(1)</u>	08/11/2005		А			422,188	(2)	(2)	Class A Common Stock	422,188

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
CHERNIN PETER C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Х		President and C	200				
Signatures								
/s/ Laura O'Leary as Attorney-in-Fact for Pet Chernin	ter	08/15	5/2005					
<b>**</b> Signature of Reporting Person		Da	ate					
<b>Explanation of Response</b>	s:							

- \* 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
- (2) The cash-settled restricted stock units will vest in three equal, annual installments beginning on July 1, 2006 and shall be paid in cash upon vesting.
- (3) The recipient did not pay cash or other consideration for the award of cash-settled restricted stock units.

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.