

TWENTY-FIRST CENTURY FOX, INC.

Form 4

August 27, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol
TWENTY-FIRST CENTURY FOX, INC. [FOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

NEW YORK, NY 10036

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	08/25/2015		S		123,655	D	
					\$ 27.23	0	D
					<u>(1)</u>		
Class B Common Stock	08/25/2015		S		610,300	D	
					\$ 27.27	4,639,700	I
					<u>(2)</u>		
	08/26/2015		S		389,700	D	
						4,250,000	I

By K. Rupert Murdoch 2004 Revocable Trust

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).

- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.20 to \$27.37, inclusive. The reporting person undertakes to provide to Twenty-First Century Fox, Inc., any security holder of Twenty-First Century Fox, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3).
- (1) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.20 to \$27.50, inclusive.
- (2) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.79 to \$27.53, inclusive.
- (3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$26.79 to \$27.53, inclusive.

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.