

KNIGHT ANDREW  
Form 4  
October 18, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
KNIGHT ANDREW

2. Issuer Name and Ticker or Trading Symbol  
NEWS CORP [NWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
10/16/2012

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

C/O NEWS AMERICA  
INCORPORATED, 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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Class A Common Stock            | 10/16/2012                           |  | M                              |   |   | 2,728  | A   | Ⓐ  | 22,351                            | D          |       |
| Class A Common Stock            | 10/16/2012                           |  | D                              |   |   | 2,728  | D   | \$ 24.77   | 19,623                            | D          |       |
| Class A Common Stock            | 10/16/2012                           |  | M                              |   |   | 2,454  | A   | Ⓐ  | 22,077                            | D          |       |
| Class A Common Stock            | 10/16/2012                           |  | D                              |   |   | 2,454  | D   | \$   | 19,623                            | D          |       |

Edgar Filing: KNIGHT ANDREW - Form 4

|                      |            |   |       |   |          |        |  |   |
|----------------------|------------|---|-------|---|----------|--------|--|---|
| Common Stock         |            |   |       |   |          | 24.77  |  |   |
| Class A Common Stock | 10/16/2012 | M | 2,201 | A | Ⓛ        | 21,824 |  | D |
| Class A Common Stock | 10/16/2012 | D | 2,201 | D | \$ 24.77 | 19,623 |  | D |
| Class A Common Stock | 10/16/2012 | M | 1,809 | A | Ⓛ        | 21,432 |  | D |
| Class A Common Stock | 10/16/2012 | D | 1,809 | D | \$ 24.77 | 19,623 |  | D |
| Class A Common Stock | 10/16/2012 | M | 1,937 | A | Ⓛ        | 21,560 |  | D |
| Class A Common Stock | 10/16/2012 | D | 1,937 | D | \$ 24.77 | 19,623 |  | D |
| Class A Common Stock | 10/16/2012 | M | 2,331 | A | Ⓛ        | 21,954 |  | D |
| Class A Common Stock | 10/16/2012 | D | 2,331 | D | \$ 24.77 | 19,623 |  | D |
| Class A Common Stock | 10/16/2012 | M | 1,907 | A | Ⓛ        | 21,530 |  | D |
| Class A Common Stock | 10/16/2012 | D | 1,907 | D | \$ 24.77 | 19,623 |  | D |
| Class A Common Stock | 10/16/2012 | M | 1,757 | A | Ⓛ        | 21,380 |  | D |
| Class A Common Stock | 10/16/2012 | D | 1,757 | D | \$ 24.77 | 19,623 |  | D |
| Class A Common Stock | 10/16/2012 | M | 1,531 | A | Ⓛ        | 21,154 |  | D |
| Class A Common Stock | 10/16/2012 | D | 1,531 | D | \$ 24.77 | 19,623 |  | D |

Edgar Filing: KNIGHT ANDREW - Form 4

|                            |            |   |     |   |             |        |   |
|----------------------------|------------|---|-----|---|-------------|--------|---|
| Class A<br>Common<br>Stock | 10/16/2012 | M | 253 | A | Ⓛ           | 19,876 | D |
| Class A<br>Common<br>Stock | 10/16/2012 | D | 253 | D | \$<br>24.77 | 19,623 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 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 or Derivative Security (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |
| Deferred Stock Units                       | (2)  | 10/16/2012                           |  | M                              | 2,728   | (3)  | (3)   | Class A Common Stock                       | 2,728                      |
| Deferred Stock Units                       | (2)  | 10/16/2012                           |  | M                              | 2,454   | (3)  | (3)   | Class A Common Stock                       | 2,454                      |
| Deferred Stock Units                       | (2)  | 10/16/2012                           |  | M                              | 2,201   | (3)  | (3)   | Class A Common Stock                       | 2,201                      |
| Deferred Stock Units                       | (2)  | 10/16/2012                           |  | M                              | 1,809   | (3)  | (3)   | Class A Common Stock                       | 1,809                      |
| Deferred Stock Units                       | (2)  | 10/16/2012                           |  | M                              | 1,937   | (3)  | (3)   | Class A Common Stock                       | 1,937                      |
| Deferred Stock Units                       | (2)  | 10/16/2012                           |  | M                              | 2,331   | (3)  | (3)   | Class A Common Stock                       | 2,331                      |

|                      |     |            |   |       |     |     |                      |       |     |
|----------------------|-----|------------|---|-------|-----|-----|----------------------|-------|-----|
| Deferred Stock Units | (2) | 10/16/2012 | M | 1,907 | (3) | (3) | Class A Common Stock | 1,907 | (1) |
| Deferred Stock Units | (2) | 10/16/2012 | M | 1,757 | (3) | (3) | Class A Common Stock | 1,757 | (1) |
| Deferred Stock Units | (2) | 10/16/2012 | M | 1,531 | (3) | (3) | Class A Common Stock | 1,531 | (1) |
| Deferred Stock Units | (2) | 10/16/2012 | M | 253   | (3) | (3) | Class A Common Stock | 253   | (1) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KNIGHT ANDREW<br>C/O NEWS AMERICA INCORPORATED<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | X             |           |         |       |

## Signatures

/s/ Laura Cleveland as Attorney-in-Fact for Andrew Knight

10/18/2012

\_\_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) The deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Mr. Knight did not stand for re-election as a member of the Board of Directors, and, accordingly, his service on the Board of Directors ended upon the conclusion of the News Corporation annual meeting of stockholders held on October 16, 2012.

### Remarks:

This is part two of a two part Form 4.

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.