

Jacobs Lawrence A  
Form 4  
November 12, 2004

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jacobs Lawrence A

(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  
NEWS CORP [NWS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2004

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
EVP, Deputy General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(A) or (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|---|--|--|---|
| The News<br>Corporation<br>Limited<br>Ordinary<br>Shares | 10/06/2004                              |   | D                                    | 10 <sup>(1)</sup>   | D \$ 8.27 0  | D  |   |

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

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SEC 1474  
(9-02)

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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                            |                                  |
|---|---|---|---|---|---|--|-----|---|--------------------|----------------------------|----------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                      | Amount or<br>Number of<br>Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 12.82<br>(2)   | 01/01/1996                              |   | A                                       |   | 15,000<br>(3)  |     | (4)   | 01/01/2006         | Class A<br>Common<br>Stock | 15,000<br>(3)                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 10.34<br>(5)   | 07/25/1996                              |   | A                                       |   | 20,500<br>(3)  |     | (4)   | 07/25/2006         | Class A<br>Common<br>Stock | 20,500<br>(3)                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 9.58 (6)   | 08/19/1997                              |   | A                                       |   | 36,000<br>(3)  |     | (4)   | 08/19/2007         | Class A<br>Common<br>Stock | 36,000<br>(3)                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 16.16<br>(7)   | 10/12/1998                              |   | A                                       |   | 32,000<br>(3)  |     | (4)   | 10/12/2008         | Class A<br>Common<br>Stock | 32,000<br>(3)                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 20.92<br>(8)   | 09/06/1999                              |   | A                                       |   | 31,800<br>(3)  |     | (4)   | 09/06/2009         | Class A<br>Common<br>Stock | 31,800<br>(3)                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 36.3 (9)   | 08/01/2000                              |   | A                                       |   | 100,000<br>(3)   |     | (4)   | 08/01/2010         | Class A<br>Common<br>Stock | 100,000<br>(3)                   |
| Stock<br>Option<br>(right to<br>buy)                | \$ 25.1 (10)  | 12/03/2001                              |   | A                                       |   | 56,400<br>(3)  |     | (4)   | 12/03/2011         | Class A<br>Common<br>Stock | 56,400<br>(3)                    |
| Stock<br>Option<br>(right to<br>buy)                | \$ 16.04<br>(11)  | 08/14/2002                              |   | A                                       |   | 93,000<br>(3)  |     | (4)   | 08/14/2012         | Class A<br>Common<br>Stock | 93,000<br>(3)                    |
| Stock<br>Option<br>(right to                        | \$ 19.78<br>(12)  | 08/11/2003                              |   | A                                       |   | 70,000<br>(3)  |     | (4)   | 08/11/2013         | Class A<br>Common<br>Stock | 70,000<br>(3)                    |

buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Jacobs Lawrence A<br>C/O NEWS AMERICA INCORPORATED<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 |               |           | EVP, Deputy General Counsel |       |

## Signatures

/s/ Laura O' Leary, Attorney-in-Fact for Lawrence A.  
Jacobs

11/12/2004

\_\_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) Represented actual number of The News Corporation Limited's ("TNCL") Ordinary Shares. On 11/12/2004, the effective date of the reorganization of TNCL to the United States (the "Reorganization"), each outstanding TNCL Ordinary Share was cancelled and Class B Common Stock for half the number of TNCL Ordinary Shares was issued in exchange therefore.
- (2) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.53 after giving effect to the one for two exchange ratio.
- (3) Received in exchange for options held over TNCL Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
- (4) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
- (5) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.18 after giving effect to the one for two exchange ratio.
- (6) Reported in Australian dollars. On the grant date, the exercise price would have been US\$7.06 after giving effect to the one for two exchange ratio.
- (7) Reported in Australian dollars. On the grant date, the exercise price would have been US\$10.12 after giving effect to the one for two exchange ratio.
- (8) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.47 after giving effect to the one for two exchange ratio.
- (9) Reported in Australian dollars. On the grant date, the exercise price would have been US\$21.08 after giving effect to the one for two exchange ratio.
- (10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.09 after giving effect to the one for two exchange ratio.
- (11) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.68 after giving effect to the one for two exchange ratio.
- (12) Reported in Australian dollars. On the grant date, the exercise price would have been US\$12.94 after giving effect to the one for two exchange ratio.

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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