CAREY CHASE Form 4 January 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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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)

See Instruction

1(b).

| 1. Name and Address of Reporting Person 2 CAREY CHASE | | | suer Name an ol VS CORP [] | d Ticker or Trading NWS] | 5. Relationship of Reporting Person(s) to Issuer (Charle all applicable) | | | |
|--------------------------------------------------------|---------------------|----------------|-----------------------------------------|---------------------------|---------------------------------------------------------------------------|---------------------|-------------------|--|
| (Last) (First) (Middle) | | Iiddle) 3. Da | te of Earliest T | Fransaction | (Check all applicable) | | | |
| C/O NEWS CORPORATION, 1211 AVENUE OF THE AMERICAS | | | th/Day/Year) 0/2004 | | X Director Officer (give below) | e titleOther below) | Owner er (specify | |
| (Street) | | | Amendment, D | Oate Original | 6. Individual or Joint/Group Filing(Check | | | |
| NEW YOF | RK, NY 10036 | Filed | Month/Day/Yea | ar) | Applicable Line) _X_ Form filed by Form filed by Person | 1 0 | | |
| (City) | (State) | (Zip) | able I - Non- | Derivative Securities Acq | uired, Disposed o | f, or Beneficial | ly Owned | |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | 5. Amount of | 6. Ownership | 7. Nature | |
| Security | (Month/Day/Year) | Execution Date | if Transact | ion(A) or Disposed of (D) | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | Beneficially | (D) or | Beneficia | |
| | | (Month/Day/Ye | ar) (Instr. 8) | | Owned | Indirect (I) | Ownershi | |

| 1.11tle of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | equired | 5. Amount of | 6. Ownership | /. Nature of |
|------------|---------------------|--------------------|------------|------------|--------|-------------|------------------|--------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | n(A) or Di | ispose | d of (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | C 1 W | | or | ъ. | (Instr. 3 and 4) | | |
| ~ | | | Code V | Amount | (D) | Price | | | |
| Class A | | | | | | \$ | | | |
| Common | 12/30/2004 | | M | 1,500 | A | 15.46 | 1,500 | D | |
| Stock | | | | | | (1) | | | |
| 200011 | | | | | | _ | | | |
| Class A | | | | | | ¢ | | | |
| Common | 12/30/2004 | | S | 1,500 | D | \$ 18.63 | 0 | D | |
| Stock | | | | , | | 18.63 | | | |
| DIUCK | | | | | | | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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 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. Transactic Code (Instr. 8) | 5. Number ction Derivative Securities 3) 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) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------|----------------------------------------|-----------------------------------------------------------------------------------------------|-------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 15.46 (1) | 12/30/2004 | | M | | 1,500 | 10/09/2004 | 10/09/2012 | Class A Common Stock | 1,500 |

 \mathbf{D}

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|
| • | Director | 10% Owner | Officer | Other | | |
| CAREY CHASE C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | X | | | | | |

Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Chase Carey 01/04/2005

**Signature of Reporting Person

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) Reported in Australian dollars. The exercise price was US \$8.45.

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.

Date

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