

Jacobs Lawrence A  
 Form 4  
 November 12, 2004

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 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  
 Officer (give title below)  Other (specify below)  
 EVP, Deputy General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 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	(D)	Price
The News Corporation Limited Ordinary 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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 12.82 <u>(2)</u>	01/01/1996		A	15,000 <u>(3)</u>	<u>(4)</u> 01/01/2006	Class A Common Stock 15,000 <u>(3)</u>
Stock Option (right to buy)	\$ 10.34 <u>(5)</u>	07/25/1996		A	20,500 <u>(3)</u>	<u>(4)</u> 07/25/2006	Class A Common Stock 20,500 <u>(3)</u>
Stock Option (right to buy)	\$ 9.58 <u>(6)</u>	08/19/1997		A	36,000 <u>(3)</u>	<u>(4)</u> 08/19/2007	Class A Common Stock 36,000 <u>(3)</u>
Stock Option (right to buy)	\$ 16.16 <u>(7)</u>	10/12/1998		A	32,000 <u>(3)</u>	<u>(4)</u> 10/12/2008	Class A Common Stock 32,000 <u>(3)</u>
Stock Option (right to buy)	\$ 20.92 <u>(8)</u>	09/06/1999		A	31,800 <u>(3)</u>	<u>(4)</u> 09/06/2009	Class A Common Stock 31,800 <u>(3)</u>
Stock Option (right to buy)	\$ 36.3 <u>(9)</u>	08/01/2000		A	100,000 <u>(3)</u>	<u>(4)</u> 08/01/2010	Class A Common Stock 100,000 <u>(3)</u>
Stock Option (right to buy)	\$ 25.1 <u>(10)</u>	12/03/2001		A	56,400 <u>(3)</u>	<u>(4)</u> 12/03/2011	Class A Common Stock 56,400 <u>(3)</u>
Stock Option (right to buy)	\$ 16.04 <u>(11)</u>	08/14/2002		A	93,000 <u>(3)</u>	<u>(4)</u> 08/14/2012	Class A Common Stock 93,000 <u>(3)</u>
Stock Option (right to buy)	\$ 19.78 <u>(12)</u>	08/11/2003		A	70,000 <u>(3)</u>	<u>(4)</u> 08/11/2013	Class A Common Stock 70,000 <u>(3)</u>

buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jacobs Lawrence A C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS 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.

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