

DEVOE DAVID F
Form 4
August 18, 2009

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 *
DEVOE DAVID F

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)
08/15/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. EVP and CFO

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 Indirect Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock	08/15/2009		M		63,750	A	\$ 10.94	71,910	D	
Class A Common Stock	08/15/2009		F		30,268	D	\$ 10.94	41,642	D	
Class A Common Stock	08/15/2009		D		33,482	D	\$ 10.94	8,160	D	
Class A Common Stock	08/15/2009		M		16,408	A	\$ 10.94	24,568	D	

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Common Stock							
Class A Common Stock	08/15/2009	F	7,790	D	\$ 10.94	16,778	D
Class A Common Stock	08/15/2009	D	8,618	D	\$ 10.94	8,160	D
Class A Common Stock	08/15/2009	M	24,911	A	Ⓛ	33,071	D
Class A Common Stock	08/15/2009	F	11,827	D	\$ 10.94	21,244	D
Class A Common Stock	08/15/2009	D	13,084	D	\$ 10.94	8,160	D
Class A Common Stock	08/15/2009	M	37,081	A	Ⓛ	45,241	D
Class A Common Stock	08/15/2009	F	17,606	D	\$ 10.94	27,635	D
Class A Common Stock	08/15/2009	D	19,475	D	\$ 10.94	8,160	D

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

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(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Cash-settled restricted share units	(2)	08/15/2009	M	63,750	08/15/2009	08/15/2009	Class A Common Stock	63,750
Cash-settled restricted share units	(2)	08/15/2009	M	16,408	08/15/2009	08/15/2009	Class A Common Stock	16,408
Cash-settled restricted share units	(2)	08/15/2009	M	24,911	08/15/2009	08/15/2009	Class A Common Stock	24,911
Cash-settled restricted share units	(2)	08/15/2009	M	37,081	08/15/2009	08/15/2009	Class A Common Stock	37,081

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEVOE DAVID F C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X		Sr. EVP and CFO	

Signatures

/s/ Lawrence A. Jacobs, as Attorney-in-Fact for David F. DeVoe

08/18/2009

__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 cash-settled restricted share units were deemed to have settled for an equivalent number of shares of the News Corporation's Class A Common Stock.

(2) 1 - for - 1

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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