

Eddington Roderick I  
Form 4/A  
November 19, 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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Eddington Roderick I

(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)

11/12/2004

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

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)
			Code	V	Amount	(D)	Price

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  
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Filing Date
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		Sec (In	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 35.66 (1)	10/18/2000	A		6,000 (2)		(3)	10/18/2010	Class A Common Stock	6,000 (2)
Stock Option (right to buy)	\$ 22.54 (4)	10/11/2001	A		6,000 (2)		(3)	10/11/2011	Class A Common Stock	6,000 (2)
Stock Option (right to buy)	\$ 15.46 (5)	10/09/2002	A		6,000 (2)		(3)	10/09/2012	Class A Common Stock	6,000 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Eddington Roderick I C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X

## Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Roderick I.  
Eddington

11/19/2004

\_\_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) Reported in Australian dollars. On the grant date, the exercise price would have been US\$18.55 after giving effect to the one for two exchange ratio.
  - (2) Reporting Person is amending the Form 4 originally filed on November 12, 2004 to correct a typographical error on that Form 4. A stock option to purchase 6,000 shares of Class A Common Stock was granted to the Reporting Person, not 60,000 as previously reported. The option was received in exchange for an option held over The News Corporation Limited's ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with TNCL's reorganization to the United States (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

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Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.

- (3) The option provides for vesting as to 25% on each anniversary date after the date of the original grant date.
- (4) Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.22 after giving effect to the one for two exchange ratio.
- (5) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.45 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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