DEVOE DAVID F Form 4

November 02, 2007

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB APPROVAL OMB** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**DEVOE DAVID F** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol NEWS CORP [NWS]

(First) (Middle)

3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

10/17/2007

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below) below)

Sr. EVP and CFO

C/O NEWS AMERICA **INCORPORATED, 1211 AVENUE** OF THE AMERICAS

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

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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

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8. Pr Underlying Securities

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(Inst

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash-settled restricted stock units (1)	(1)	10/17/2007		A	76 (2)	(3)	(3)	Class A Common Stock	76	
Cash-settled restricted stock units (1)	<u>(1)</u>	10/17/2007		A	153 (2)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	153	
Cash-settled restricted stock units (1)	(1)	10/17/2007		A	133 (2)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	133	

# **Reporting Owners**

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

# **Signatures**

/s/ Laura O'Leary as Attorney-in-Fact for David F.
DeVoe

\*\*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) 1-for-1
- The cash-settled restricted stock units were issued pursuant to dividend equivalent rights which were credited to the reporting person for certain outstanding cash-settled restricted stock units held by the reporting person on October 17, 2007, the date on which dividends were paid on the issuer's Class A Common Stock.
- (3) The cash-settled restricted stock units vest on July 1, 2008 and shall be paid in cash upon vesting.

Reporting Owners 2

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- (4) The recipient did not pay cash or other consideration for the receipt of cash-settled restricted stock units.
- (5) This number includes previously reported underlying cash-settled restricted stock units which are eligible to receive dividend equivalent rights.
- (6) The cash-settled restricted stock units vest 50% on July 1, 2008 and 50% on June 30, 2009 and shall be paid in cash upon vesting. 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.