

NEWS CORP
Form SC 13G/A
December 21, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549
SCHEDULE 13G/A

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

News Corporation

(Name of Issuer)

Class B Common Stock, \$.01 par value

(Title of Class of Securities)

65248E203

(CUSIP Number)

December 9, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 65248E203

- | | |
|-----|------------------------------------------------------------------------------------------------------------------------------------|
| 1. | Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)
Liberty Media Corporation
84-1288730 |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> |
| 3. | SEC Use Only |
| 4. | Citizenship or Place of Organization
Delaware |
| 5. | Sole Voting Power
188,000,000 shares of Class B Common Stock |
| 6. | Shared Voting Power
0 |
| 7. | Sole Dispositive Power
188,000,000 shares of Class B Common Stock |
| 8. | Shared Dispositive Power
0 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
188,000,000 shares of Class B Common Stock |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
18%(1) |
| 12. | Type of Reporting Person (See Instructions)
CO |

(1) Based upon 1,044,260,000 shares of Class B Common Stock outstanding, which number is based upon the information contained in the Information Memorandum, dated September 15, 2004, of the Issuer's predecessor.

Item 1.

- (a) Name of Issuer
News Corporation
- (b) Address of Issuer's Principal Executive Offices
1211 Avenue of the Americas
New York, NY 10036

Item 2.

- (a) Name of Person Filing
Liberty Media Corporation
- (b) Address of Principal Business Office or, if none, Residence
12300 Liberty Boulevard
Englewood, Colorado 80112
- (c) Citizenship
Delaware
- (d) Title of Class of Securities
Class B Common Stock, \$.01 par value
- (e) CUSIP Number
65248E203

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 188,000,000 shares
- (b) Percent of class: 18%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
188,000,000 shares
 - (ii) Shared power to vote or to direct the vote
None
 - (iii) Sole power to dispose or to direct the disposition of
188,000,000 shares
 - (iv) Shared power to dispose or to direct the disposition of
None

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 20, 2004

LIBERTY MEDIA CORPORATION

By: /s/ Charles Y. Tanabe
Name: Charles Y. Tanabe
Title: Senior Vice President and General Counsel

Attention: Intentional misstatements or omissions of fact constitute federal criminal violations (*see* 18 U.S.C. 1001).