

Jacobs Lawrence A
Form 4
August 18, 2009

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

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)
C/O NEWS AMERICA
INCORPORATED, 1211 AVENUE
OF THE AMERICAS
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. EVP, Group General Counsel

NEW YORK, NY 10036

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

(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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 08/15/2009 | | M | | 13,875 | A | Ⓣ | 87,744 | D | |
| Class A Common Stock | 08/15/2009 | | F | | 7,143 | D | \$ 10.94 | 80,601 | D | |
| Class A Common Stock | 08/15/2009 | | M | | 8,050 | A | Ⓣ | 88,651 | D | |
| Class A Common Stock | 08/15/2009 | | F | | 4,145 | D | \$ | 84,506 | D | |

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| | | | | | | | |
|----------------------|------------|--|---|--------|---|----------|-----------|
| Common Stock | | | | | | 10.94 | |
| Class A Common Stock | 08/15/2009 | | M | 13,093 | A | 10.94 | 97,599 D |
| Class A Common Stock | 08/15/2009 | | F | 6,741 | D | \$ 10.94 | 90,858 D |
| Class A Common Stock | 08/15/2009 | | M | 22,089 | A | 10.94 | 112,947 D |
| Class A Common Stock | 08/15/2009 | | F | 11,372 | D | \$ 10.94 | 101,575 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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Share Units | (2) | 08/15/2009 | | M | 13,875 | 08/15/2009 | 08/15/2009 | Class A Common Stock | 13,875 |
| Restricted Share Units | (2) | 08/15/2009 | | M | 8,050 | 08/15/2009 | 08/15/2009 | Class A Common Stock | 8,050 |
| Restricted Share Units | (2) | 08/15/2009 | | M | 13,093 | 08/15/2009 | 08/15/2009 | Class A Common Stock | 13,093 |
| Restricted Share Units | (2) | 08/15/2009 | | M | 22,089 | 08/15/2009 | 08/15/2009 | Class A Common Stock | 22,089 |

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 | | | Sr. EVP, Group General Counsel | |

Signatures

/s/ Lawrence A.
Jacobs

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 restricted share units were settled for an equivalent number of shares of the News Corporation's Class A Common Stock.
- (2) 1-for-1

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