

NEWS CORP
Form 4
November 12, 2004

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 *
CAREY CHASE

(Last) (First) (Middle)

C/O NEWS CORPORATION
INCORPORATED, 1211 AVENUE
OF THE AMERICAS

(Street)

NEW YORK, NY 10026

(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)

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 Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
TNCL Preferred Limited Voting Ordinary Shares	08/23/2004		M		80,000	A	\$ 4.79 (2) 0	D
TNCL Preferred Limited Voting Ordinary Shares	08/23/2004		S		80,000	D	\$ 7.66 (1) 0	D

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Shares							
TNCL Preferred Limited Voting Ordinary Shares	08/24/2004	M	160,000	A	\$ <u>4.79</u> ⁽³⁾	0	D
TNCL Preferred Limited Voting Ordinary Shares	08/24/2004	S	160,000	<u>D</u> ⁽¹⁾	\$ 7.58	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/01/2004	M	218,000	A	\$ <u>10.46</u> ⁽⁴⁾	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/01/2004	S	218,000	<u>D</u> ⁽¹⁾	\$ 7.87	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/01/2004	M	22,000	A	\$ <u>9.35</u> ⁽⁵⁾	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/01/2004	S	22,000	<u>D</u> ⁽¹⁾	\$ 7.87	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/04/2004	M	142,000	A	\$ <u>10.46</u> ⁽⁶⁾	0	D
TNCL Preferred Limited Voting	10/04/2004	S	142,000	<u>D</u> ⁽¹⁾	\$ 7.96	0	D

Ordinary
Shares

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)	
					V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.79 ⁽²⁾	08/23/2004		M		80,000 ₍₇₎	⁽⁸⁾	08/19/2007	Preferred Shares	80,000 ₍₇₎
Stock Option (right to buy)	\$ 4.79 ⁽³⁾	08/24/2004		M		160,000 ₍₇₎	⁽⁸⁾	08/19/2007	Preferred Shares	160,000 ₍₇₎
Stock Option (right to buy)	\$ 10.46 ₍₄₎	10/01/2004		M		218,000 ₍₇₎	⁽⁸⁾	09/06/2009	Preferred Shares	218,000 ₍₇₎
Stock Option (right to buy)	\$ 9.35 ⁽⁵⁾	10/01/2004		M		22,000 ₍₇₎	⁽⁸⁾	09/07/2008	Preferred Shares	22,000 ₍₇₎
Stock Option (right to buy)	\$ 10.46 ₍₆₎	10/04/2004		M		142,000 ₍₇₎	⁽⁸⁾	09/06/2009	Preferred Shares	142,000 ₍₇₎
Stock Option (right to buy)	\$ 9.35 ⁽⁹⁾	10/04/2004		M		98,000 ₍₇₎	⁽⁸⁾	09/06/2008	Preferred Shares	98,000 ₍₇₎

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY CHASE C/O NEWS CORPORATION INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10026	X			

Signatures

/s/ Laura O'Leary, Attorney-in-Fact for Chase Carey	11/12/2004
<u> </u> **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) ADSs representing the shares were sold. Each ADS represented 4 underlying shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares").
- (2) Reported in Australian dollars. The exercise price was US\$3.46.
- (3) Reported in Australian dollars. The exercise price was US\$3.38.
- (4) Reported in Australian dollars. The exercise price was US\$7.60.
- (5) Reported in Australian dollars. The exercise price was US\$6.79.
- (6) Reported in Australian dollars. The exercise price was US\$7.56.

- Share numbers reported are actual numbers of TNCL Preferred Shares received. On 11/12/2004, the effective date of the reorganization
- (7) of TNCL to the United States (the "Reorganization"), each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
 - (8) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
 - (9) Reported in Australian dollars. The exercise price was US\$6.76.

Remarks:

This is part 2 of a three part Form 4

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.