

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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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 *
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

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

(Street)

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

NEW YORK, NY 10036

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
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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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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