

TWENTY-FIRST CENTURY FOX, INC.
 Form 4
 July 02, 2013

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 *
 SHUMAN STANLEY S

2. Issuer Name and Ticker or Trading Symbol
 TWENTY-FIRST CENTURY FOX, INC. [FOX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/28/2013

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Director Emeritus

C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 X 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Class A Common Stock	06/28/2013		M		2,201	A	Ⓛ
Class A Common Stock	06/28/2013		D		\$ 32.58	D	0
Class A Common Stock	06/28/2013		M		1,809	A	Ⓛ

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Class A Common Stock	06/28/2013	D	1,809	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,937	A	(1)	1,937	D
Class A Common Stock	06/28/2013	D	1,937	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	2,331	A	(1)	2,331	D
Class A Common Stock	06/28/2013	D	2,331	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,907	A	(1)	1,907	D
Class A Common Stock	06/28/2013	D	1,907	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,757	A	(1)	1,757	D
Class A Common Stock	06/28/2013	D	1,757	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,531	A	(1)	1,531	D
Class A Common Stock	06/28/2013	D	1,531	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,425	A	(1)	1,425	D
Class A Common Stock	06/28/2013	D	1,425	D	\$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,315	A	(1)	1,315	D
Class A Common	06/28/2013	D	1,315	D	\$ 32.58	0	D

Stock

Class A
Common Stock 06/28/2013 M 1,153 A (1) 1,153 D

Class A
Common Stock 06/28/2013 D 1,153 D \$ 32.58 0 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)	8. Price of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	2,201	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,201
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	1,809	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,809
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	1,937	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,937
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	2,331	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,331
Deferred Stock Units	<u>(2)</u>	06/28/2013		M	1,907	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	1,907
Deferred Stock	<u>(2)</u>	06/28/2013		M	1,757	<u>(3)</u>	<u>(3)</u>	Class A Common	1,757

Units							Stock		
Deferred Stock Units	(2)	06/28/2013	M	1,531	(3)	(3)	Class A Common Stock	1,531	(1)
Deferred Stock Units	(2)	06/28/2013	M	1,425	(3)	(3)	Class A Common Stock	1,425	(1)
Deferred Stock Units	(2)	06/28/2013	M	1,315	(3)	(3)	Class A Common Stock	1,315	(1)
Deferred Stock Units	(2)	06/28/2013	M	1,153	(3)	(3)	Class A Common Stock	1,153	(1)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHUMAN STANLEY S
C/O TWENTY-FIRST CENTURY FOX, INC.
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Director Emeritus

Signatures

/s/Laura Cleveland, Attorney-in-Fact for Stanley S. Shuman

07/02/2013

**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).

The deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A

(1) Common Stock. After the transaction on June 28, 2013, the Issuer changed its name from "News Corporation" to "Twenty-First Century Fox, Inc."

(2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock. After the transaction on June 28, 2013, the Issuer changed its name from "News Corporation" to "Twenty-First Century Fox, Inc."

(3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Effective as of June 28, 2013, Mr. Shuman no longer holds the role of Director Emeritus.

Remarks:

This is part two of a two 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.

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