

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Thomson Robert J</u> (Last) (First) (Middle) <u>C/O NEWS CORPORATION</u> <u>1211 AVENUE OF THE AMERICAS</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEWS CORP [NWS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	08/15/2014		M		52,276	A	(1)	52,276	D	
Class A Common Stock	08/15/2014		F		29,181	D	\$17.3	23,095	D	
Class A Common Stock	08/15/2014		D		23,095	D	\$17.3	0	D	
Class A Common Stock	08/15/2014		M		134,782	A	(2)	134,782	D	
Class A Common Stock	08/15/2014		F		75,236	D	\$17.3	59,546	D	
Class A Common Stock	08/15/2014		D		59,546	D	\$17.3	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Cash-Settled Restricted Share Units ⁽³⁾	(4)	08/15/2014		M		52,276 ⁽⁵⁾		08/15/2014	08/15/2014	Class A Common Stock	52,276	(1)	0	D	
Cash-Settled Performance Share Units ⁽³⁾	(4)	08/15/2014		M		134,782 ⁽⁶⁾		08/15/2014	08/15/2014	Class A Common Stock	134,782	(2)	0	D	

Explanation of Responses:

- The cash-settled restricted share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- The cash-settled performance share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- The Compensation Committee of the Board of Directors of News Corporation determined to settle the Reporting Person's awards, which previously were to be settled in shares of News Corporation's Class A Common Stock, in cash.
- Each restricted share unit and performance share unit is the economic equivalent of one share of News Corporation's Class A Common Stock.
- The number of restricted share units reported herein was adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. ("Fox") on June 28, 2013. The adjustment was based on the ratio of the closing price on June 28, 2013 of Fox's Class A Common Stock and the volume weighted average price of News Corporation's Class A Common Stock over a 10-day period ending on July 15, 2013 (the "Conversion Ratio").
- The number of performance share units reported herein was adjusted in connection with the Separation based on the Conversion Ratio.

/s/ Kenneth C. Mertz as
Attorney-in-Fact for Robert J. Thomson 08/19/2014

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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