KNIGHT ANDREW

Form 4

October 18, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KNIGHT ANDREW Issuer Symbol NEWS CORP [NWS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify C/O NEWS AMERICA 10/16/2012 INCORPORATED, 1211 AVENUE OF THE AMERICAS (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10036

(City)	(State) 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. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Class A Common Stock	10/16/2012		M	2,728	A	<u>(1)</u>	22,351	D	
Class A Common Stock	10/16/2012		D	2,728	D	\$ 24.77	19,623	D	
Class A Common Stock	10/16/2012		M	2,454	A	(1)	22,077	D	
Class A	10/16/2012		D	2,454	D	\$	19,623	D	

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Common Stock					24.77		
Class A Common Stock	10/16/2012	M	2,201	A	(1)	21,824	D
Class A Common Stock	10/16/2012	D	2,201	D	\$ 24.77	19,623	D
Class A Common Stock	10/16/2012	M	1,809	A	(1)	21,432	D
Class A Common Stock	10/16/2012	D	1,809	D	\$ 24.77	19,623	D
Class A Common Stock	10/16/2012	M	1,937	A	(1)	21,560	D
Class A Common Stock	10/16/2012	D	1,937	D	\$ 24.77	19,623	D
Class A Common Stock	10/16/2012	M	2,331	A	(1)	21,954	D
Class A Common Stock	10/16/2012	D	2,331	D	\$ 24.77	19,623	D
Class A Common Stock	10/16/2012	M	1,907	A	(1)	21,530	D
Class A Common Stock	10/16/2012	D	1,907	D	\$ 24.77	19,623	D
Class A Common Stock	10/16/2012	M	1,757	A	(1)	21,380	D
Class A Common Stock	10/16/2012	D	1,757	D	\$ 24.77	19,623	D
Class A Common Stock	10/16/2012	M	1,531	A	(1)	21,154	D
Class A Common Stock	10/16/2012	D	1,531	D	\$ 24.77	19,623	D

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Class A Common Stock	10/16/2012	M	253	A	(1)	19,876	D
Class A Common Stock	10/16/2012	D	253	D	\$ 24.77	19,623	D

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

3. Transaction Date 3A. Deemed

1. Title of 2.

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5. Number

SEC 1474 (9-02)

6. Date Exercisable and 7. Title and Amount of 8. Price

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	Secu Acqu (A) o Disp (D)	rities aired or osed of r. 3, 4,	Expiration Date (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Deriva Securi (Instr.
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	<u>(2)</u>	10/16/2012		M		2,728	(3)	(3)	Class A Common Stock	2,728	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M		2,454	(3)	(3)	Class A Common Stock	2,454	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M		2,201	<u>(3)</u>	<u>(3)</u>	Class A Common Stock	2,201	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M		1,809	(3)	(3)	Class A Common Stock	1,809	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012		M		1,937	(3)	(3)	Class A Common Stock	1,937	<u>(1</u>
Deferred Stock Units	(2)	10/16/2012		M		2,331	(3)	(3)	Class A Common Stock	2,331	<u>(1</u>

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Deferred Stock Units	<u>(2)</u>	10/16/2012	M	1,907	(3)	(3)	Class A Common Stock	1,907	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012	M	1,757	(3)	(3)	Class A Common Stock	1,757	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012	M	1,531	(3)	(3)	Class A Common Stock	1,531	<u>(1</u>
Deferred Stock Units	<u>(2)</u>	10/16/2012	M	253	(3)	(3)	Class A Common Stock	253	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
KNIGHT ANDREW C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X						

Signatures

/s/ Laura Cleveland as Attorney-in-Fact for Andrew
Knight
10/18/2012

**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 deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- 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. Mr. Knight did not stand for re-election as a member of the Board of Directors, and,
- accordingly, his service on the Board of Directors ended upon the conclusion of the News Corporation annual meeting of stockholders held on October 16, 2012.

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. 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.

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