

**NEWS CORP**  
Reported by  
**MURDOCH LACHLAN K**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 04/04/12 for the Period Ending 04/02/12

Address	1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036
Telephone	212-852-7000
CIK	0001308161
Symbol	NWSA
SIC Code	2711 - Newspapers: Publishing, or Publishing and Printing
Industry	Printing & Publishing
Sector	Services
Fiscal Year	06/30

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden hours per response... 0.5

### 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(f) of the  
Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
MURDOCH LACHLAN K		NEWS CORP [ NWS ]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O NEWS AMERICA INCORPORATED, 1211 AVENUE OF THE AMERICAS		4/2/2012			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
NEW YORK, NY 10036				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/2/2012		M		1073	A	(1)	1529	D	
Class A Common Stock	4/2/2012		D		1073	D	\$19.92	456	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Deferred Stock Units	(2)	4/2/2012		M			1073	(3)	(3)	Class A Common Stock	1073	(1)	0	D	
Deferred Stock Units	(2)	4/2/2012		A			1757	(4)	(4)	Class A Common Stock	1757	\$19.92	1757	D	

#### Explanation of Responses:

- (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 Class A Common Stock.
- (3) The deferred stock units became payable in cash on April 2, 2012, the fifth anniversary of the grant date.
- (4) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

#### Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
<b>MURDOCH LACHLAN K C/O NEWS AMERICA INCORPORATED  1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036</b>	<b>X</b>			

**Signatures**

/s/ Laura Cleveland as Attorney-in-Fact for Lachlan K. Murdoch

4/4/2012

\*\* 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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