# 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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)													
1. Name and Address of Reporting Person * Nallen, John				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) 12/10/2012						Director 10% Owner  _X_ Officer (give title below) Other (specify below)  EVP, Deputy CFO			
(Street) New York, NY 10036				4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person			
(City)	(State)	(Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
(Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	Code		ities d (A) d of , 4 ar (A)	(D) nd 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership of Form: Be Direct (D) or Indirect (In	Beneficial Ownership		
					Code	v	Amount	or			(I) (Instr. 4)		
Class A Common Sto	ock		12/10/2012		M		81,800	A	<u>(1)</u>	308,275	D		
Class A Common Sto	ock		12/10/2012		S		81,800	D	\$24.9 (2)	226,475	D		
Class A Common Sto	ock		12/11/2012		M		15,600	A	<u>(1)</u>	242,075	D		
Class A Common Sto	ock		12/11/2012		S		15,600	D	\$25	226,475	D		
Class A Common Sto	ock		12/12/2012		S		50,000	D	\$25 (3)	176,475	D		
Reminder: Report on a se	parate line for	each class of securities be	neficially owned di	rectly or indirectly.	form a	are r		ired	to resp	collection of information contained in thi		2 1474 (9-02)	

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

				(1.8.) P 1, 11	· · · · · · · · · · · · · · · · · · ·	,					
1. Title of Derivative	2.	3. Transaction	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Price of	9. Number	10.	11. Nature
Security	Conversion	Date	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securities	Derivative	of	Ownership	of Indirect
(Instr. 3)	or Exercise	(Month/Day/Year)	any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Security	Derivative	Form of	Beneficial
	Price of	<u> </u>	(Month/Day/Year)	(Instr. 8)	Acquired (A)		, ,	(Instr. 5)	Securities	Derivative	Ownership
	Derivative		<u> </u>		or Disposed of				Beneficially	Security:	(Instr. 4)
	Security				(D)				Owned	Direct (D)	`
					(Instr. 3, 4, and				Following	or Indirect	
	I	I	l	l	1	I	I	I	l	l	l I

						5)							Reported Transaction	(I)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(Instr. 4)	
Stock Option (Right to Buy)	<u>(1)</u>	12/10/2012		M			81,800	<u>(4)</u>	08/11/2013	Class A Common Stock	81,800	\$ 0	15,600	D	
Stock Option (Right to Buy)	<u>(1)</u>	12/11/2012		M			15,600	<u>(4)</u>	08/11/2013	Class A Common Stock	15,600	\$ 0	0	D	

#### **Reporting Owners**

Bon ontino Ormon Nomo / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Nallen, John								
c/o News America Incorporated			EVD Doputy CEO					
1211 Avenue of the Americas			EVP, Deputy CFO					
New York, NY 10036								

### **Signatures**

/s/ Laura Cleveland as Attorney-in-Fact for John Nallen	12/12/2012		
**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 exercise price was equivalent to US\$20.74. The stock option was granted with an exercise price of A\$19.78.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$24.90 to \$24.92, inclusive. The reporting person undertakes to provide to News
- (2) Corporation, any security holder of News Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3).
- (3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.00 to \$25.08, inclusive.
- (4) The stock option vested in four equal, annual installments of the original grant beginning on August 11, 2004.

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.