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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

longer subject to Section

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 * Bancroft, Natalie		ame and Ticker or TORP [NWS]	Trading S	ymb	ool		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
c/o News America Incorporated, 1211 Avenue of the Americas	e	3. Date of E 01/02/201	arliest Transaction (I	Month/Da	ay/Y	ear)		XDirector10% OwnerOfficer (give title below)Other (specify below)			
New York, NY 10036		4. If Amend	ment, Date of Origin	nal Filed ((Mont	h/Day/Year)		6. Individual or Joint/Group Filing (Check Applie _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	:able Line)	
(City) (State) (Zip)			Tab	ole I - No	n-D	erivative	Secu	ırities Ac	quired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	Date	nsaction th/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code		4. Secur (A) or D (D) (Instr. 3,	4 an	sed of ad 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)
Class A Common Stock	01/02	2/2013		M		1,574	A	<u>(1)</u>	1,574	D	
Class A Common Stock	01/02	2/2013		D		1,574	D	\$26.61	0	D	
Reminder: Report on a separate line for each class of securities	benefici	ally owned d	irectly or indirectly.	Perso form	are		uire	d to resp	collection of information contained in thi ond unless the form displays a currently		1474 (9-02)

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

14. 5. Number of 6. Date Exercisable 7. Title and Amount of 3A. Deemed

1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code	ion	on Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		(Instr. 5)	of Derivative Securities Beneficially Owned	Derivative	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	
Deferred Stock Units	(2)	01/02/2013		M			1,574	(3)	(3)	Class A Common Stock	1,574	(1)	0	D	

Deferred Stock Units	<u>(2)</u>	01/02/2013		A		315	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,315	\$26.61	1,315	D		
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Reporting Owners

Booking Open Name / Addition	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Bancroft, Natalie c/o News America Incorporated 1211 Avenue of the Americas New York, NY 10036	X									

Signatures

/s/ Laura Cleveland as Attorney-in-Fact for Natalie Bancroft

**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 Class A Common Stock.
- (3) The deferred stock units became payable in cash on January 2, 2013, the fifth anniversary of the grant date.
- (4) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

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.