

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Singh Bedi Ajay			2. Issuer Name and Ticker or Trading Symbol NEWS CORP [NWS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <u> X </u> Officer (give title below) _____ Other (specify below) Chief Financial Officer					
(Last) (First) (Middle) c/o News Corporation, 1211 Avenue of the Americas			3. Date of Earliest Transaction (Month/Day/Year) 11/26/2014								
(Street) New York, NY 10036			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <u> X </u> Form filed by One Reporting Person _____ 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. 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		11/26/2014		M		14,739	A	<u>(1)</u>	14,739	D	
Class A Common Stock		11/26/2014		F		8,228	D	\$15.45	6,511	D	

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

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**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 Underlying Securities (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
Stock-Settled Restricted Share Units	<u>(2)</u>	11/26/2014		M		14,739	<u>(3)</u>	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	14,739	<u>(1)</u>	14,740	<u>(4)</u>	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Singh Bedi Ajay c/o News Corporation 1211 Avenue of the Americas New York, NY 10036			Chief Financial Officer	

Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Bedi Ajay Singh

Signature of Reporting Person

12/01/2014

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 stock-settled restricted share units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each stock-settled restricted share unit is the economic equivalent of one share of News Corporation's Class A Common Stock.
The number of stock-settled 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
(3) 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.
- (4) The stock-settled restricted share units vest in two parts of which 14,739 vested on November 26, 2014 and 14,740 will vest on November 26, 2015.

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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