

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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 KEITH RUPERT	NEWS CORP [NWS]	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Officer (give title below) X Other (specify below)
C/O NEWS CORPORATION	08/15/2024	Chairman Emeritus
1211 AVENUE OF THE AMERICAS	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(Street)		X Form filed by One Reporting Person
NEW YORK NY 10036		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	08/15/2024		M		71,624 (1)	A	(2)	71,624	D	
Class A Common Stock	08/15/2024		F		38,589 (3)	D	\$ 27.32	33,035	D	
Class A Common Stock	08/15/2024		D		33,035	D	\$ 27.32	0	D	
Class A Common Stock	08/15/2024		M		8,763 (4)	A	(5)	8,763	D	
Class A Common Stock	08/15/2024		F		5,355 (3)	D	\$ 27.32	3,408	D	

Class A Common Stock	08/15/2024		D		3,408	D	\$ 27.32	0	D	
Class A Common Stock	08/15/2024		M		10,845 (4)	A	(5)	10,845	D	
Class A Common Stock	08/15/2024		F		6,627 (3)	D	\$ 27.32	4,218	D	
Class A Common Stock	08/15/2024		D		4,218	D	\$ 27.32	0	D	
Class A Common Stock	08/15/2024		M		13,996 (4)	A	(5)	13,996	D	
Class A Common Stock	08/15/2024		F		8,552 (3)	D	\$ 27.32	5,444	D	
Class A Common Stock	08/15/2024		D		5,444	D	\$ 27.32	0	D	

**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. Conv ersion or Exe cise Price of Deri vative Securit y	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Deriva tive Security (Instr. 5)	9. Numb er of deri vative Securi ties Bene ficially Owned Followi ng Repo rted Tran saction(s) (Instr. 4)	10. Own ership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect B eneficial Ownershi p (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Cash-Settled Performance Stock Units	(6)	08/15/2024		M			71,624 (1)	08/15/2024	08/15/2024	Class A Common Stock	71,624	(2)	0	D	
Cash-Settled Restricted Stock Units	(7)	08/15/2024		M			8,763 (4)	08/15/2024	08/15/2024	Class A Common Stock	8,763	(5)	0	D	
Cash-Settled Restricted Stock Units	(7)	08/15/2024		M			10,845 (4)	08/15/2024	08/15/2024	Class A Common Stock	10,845	(5)	10,845	D	
Cash-Settled Restricted Stock Units	(7)	08/15/2024		M			13,996 (4)	08/15/2024	08/15/2024	Class A Common Stock	13,996	(5)	27,996	D	

Explanation of Responses:

1. Includes dividend equivalents accrued during the performance period that are subject to the same performance-based and time-based vesting conditions as the underlying cash-settled performance stock units.
2. The cash-settled performance stock units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
3. Represents shares withheld upon vesting of applicable incentive award to satisfy tax withholding obligations.
4. Includes dividend equivalents accrued during the vesting period that are subject to the same time-based vesting conditions as the underlying cash-settled restricted stock units.
5. The cash-settled restricted stock units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.
6. Each cash-settled performance stock unit is the economic equivalent of one share of News Corporation's Class A Common Stock.
7. Each cash-settled restricted stock unit is the economic equivalent of one share of News Corporation's Class A Common Stock.

Remarks:

/s/ Kenneth C. Mertz as
Attorney-in-Fact for Keith
Rupert Murdoch

08/16/2024

** 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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