

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

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

OMB APPROVAL

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<p>1. Name and Address of Reporting Person *</p> <p><u>Pitofsky David B</u> (Last) (First) (Middle)</p> <p><u>c/o News Corporation</u> <u>1211 Avenue of the Americas</u> (Street)</p> <p><u>New York NY 10036</u> (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>NEWS CORP [NWS]</u></p> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>08/09/2016</u></p> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <table border="0"> <tr> <td>Director</td> <td>10% Owner</td> </tr> <tr> <td><input checked="" type="checkbox"/> Officer</td> <td>Other</td> </tr> <tr> <td>(give title below)</td> <td>(specify below)</td> </tr> </table> <p><u>General Counsel</u></p> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	Director	10% Owner	<input checked="" type="checkbox"/> Officer	Other	(give title below)	(specify below)
Director	10% Owner							
<input checked="" type="checkbox"/> Officer	Other							
(give title below)	(specify below)							

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			

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 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 (Month/Day/Year)	Title	Amount or Number of Shares				
Stock-Settled Performance Stock Units	(1)	08/09/2016		A		20,783 (2)		08/15/2016	08/15/2016	Class A Common Stock	20,783	(1)	20,783	D	

Explanation of Responses:

- Each stock-settled performance stock unit is the economic equivalent of one share of News Corporation's Class A Common Stock.
- The stock-settled performance stock units were granted to the Reporting Person after the achievement of pre-determined performance measures over the three-year performance period and shall vest on August 15, 2016.

/s/ Kenneth C. Mertz as Attorney-in-Fact for David B. Pitofsky

08/10/2016

** 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.

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 control number.