

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 |
| OMB Number: 3235-0287 |
| Expires: December 31, 2014 |
| Estimated average burden hours per response. . . . 0.5 |

| | | | | | | | | |
|--|---------|----------|--|--|--|--|--|--|
| 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 | JAMES | R | NEWS CORP (NWS) | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| c/o News Corporation 1211 Avenue of the Americas | | | 01/02/2015 | | | | | |
| (Street) | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | |
| New York | NY | 10036 | | | | <input checked="" type="radio"/> Form filed by One Reporting Person | | |
| (City) | (State) | (Zip) | | | | <input type="radio"/> Form filed by More than One Reporting Person | | |

Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr 3.) | 2. Transaction Date (MM/DD/YYYY) | 2A. Deemed Execution Date, if any (MM/DD/YYYY) | 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 Transactions (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 (MM/DD/YYYY) | 3A. Deemed Execution Date (MM/DD/YYYY) | 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 (MM/DD/YYYY) | | 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 Securities: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|---|---|---|---|---|------------------|---|--------------------|---|--|--|---|--|---|
| | | | | Code | V | Amount | (A) or (D) | Exercisable Date | Expiration Date | Title | Amount or Number of Shares | | | | |
| Deferred Stock Units | (1) | 01/02/2015 | | A | | 2004 | A | (2) | (2) | Class A Common Stock | 2004 | \$15.59 | 2004 | D | |

Explanation of Responses: See attached footnotes page.

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).

/s/ Kenneth C. Mertz as Attorney-in-Fact for James R. Murdoch

**Signature of Reporting Person

1/6/2015

Date

Persons who 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.

Explanation of Responses

- (1) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (2) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.