

NEWS CORP

Form 4

November 12, 2004

FORM 4**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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CAREY CHASE

(Last) (First) (Middle)

C/O NEWS CORPORATION
INCORPORATED, 1211 AVENUE
OF THE AMERICAS

(Street)

NEW YORK, NY 10026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEWS CORP [NWS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired 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)
TNCL Preferred Limited Voting Ordinary Shares	05/13/2004		M	400,000	A \$ 5.17 (1)	0	D
TNCL Preferred Limited Voting Ordinary	05/13/2004		S	400,000	D (2) \$ 8.23	0	D

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Shares								
TNCL Preferred Limited Voting Ordinary Shares	05/18/2004	M	100,000	A	\$ 4.79 (3)	0		D
TNCL Preferred Limited Voting Ordinary Shares	05/18/2004	M	100,000	A	\$ 5.17 (4)	0		D
TNCL Preferred Limited Voting Ordinary Shares	05/18/2004	S	200,000	D (2)	\$ 8.21	0		D
TNCL Preferred Limited Voting Ordinary Shares	08/16/2004	M	460,000	A	\$ 5.83 (5)	0		D
TNCL Preferred Limited Voting Ordinary Shares	08/16/2004	S	460,000	D (2)	\$ 7.58	0		D
TNCL Preferred Limited Voting Ordinary Shares	08/18/2004	M	300,000	A	\$ 5.83 (6)	0		D
TNCL Preferred Limited Voting Ordinary Shares	08/18/2004	S	300,000	D (2)	\$ 7.55 (2)	0		D
TNCL Preferred Limited Voting	08/19/2004	M	240,000	A	\$ 5.83 (7)	0		D

Ordinary
Shares

TNCL
Preferred

Limited 08/19/2004

Voting
Ordinary
Shares

S 240,000 D
(2) \$ 7.5 0 D

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

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.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 5.17 <u>(1)</u>	05/13/2004		M	400,000 <u>(8)</u>	<u>(9)</u> 07/25/2006	Preferred Shares 400,000 <u>(8)</u>
Stock Option (right to buy)	\$ 4.79 <u>(3)</u>	05/18/2004		M	100,000 <u>(8)</u>	<u>(9)</u> 07/25/2006	Preferred Shares 100,000 <u>(8)</u>
Stock Option (right to buy)	\$ 5.17 <u>(4)</u>	05/18/2004		M	100,000 <u>(8)</u>	<u>(9)</u> 08/19/2007	Preferred Shares 100,000 <u>(8)</u>
Stock Option (right to buy)	\$ 5.83 <u>(5)</u>	08/16/2004		M	460,000 <u>(8)</u>	<u>(9)</u> 10/28/2006	Preferred Shares 460,000 <u>(8)</u>
Stock Option (right to buy)	\$ 5.83 <u>(6)</u>	08/18/2004		M	300,000 <u>(8)</u>	<u>(9)</u> 10/28/2006	Preferred Shares 300,000 <u>(8)</u>

Stock									
Option	\$ 5.83 ⁽⁷⁾	08/19/2004	M	240,000	⁽⁹⁾	10/28/2006	Preferred	240,000	
(right to buy)				₍₈₎			Shares	₍₈₎	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY CHASE C/O NEWS CORPORATION INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10026	X			

Signatures

/s/ Laura O'Leary, Attorney-in-Fact for Chase Carey	11/12/2004
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 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) Reported in Australian dollars. The exercise price was US\$3.58.
- (2) ADSs representing the shares were sold. Each ADS represented 4 underlying shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares").
- (3) Reported in Australian dollars. The exercise price was US\$3.27.
- (4) Reported in Australian dollars. The exercise price was US\$3.53.
- (5) Reported in Australian dollars. The exercise price was US\$4.18.
- (6) Reported in Australian dollars. The exercise price was US\$4.18.
- (7) Reported in Australian dollars. The exercise price was US\$4.17.

- Share numbers reported are actual numbers of TNCL Preferred Shares received. On 11/12/2004, the effective date of the reorganization
- (8) of TNCL to the United States (the "Reorganization"), each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
 - (9) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.

Remarks:

This is part 1 of a three part Form 4.

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.