

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden hours
per response... 0.5

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 ☒ 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) ☒ 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	(1)	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.

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.

SEC 1474 (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)		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	(2)	11/26/2014		M			14,739(3)	(4)	(4)	Class A Common Stock	14,739	(1)	14,740(4)	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.

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.