

Eddington Roderick I
 Form 4/A
 November 19, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Eddington Roderick I

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

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

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/12/2004

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10036

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (In			
			Code	V	(A)	(D)	Date	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 35.66 <u>(1)</u>	10/18/2000	A		<u>6,000</u> <u>(2)</u>		<u>(3)</u>	10/18/2010	Class A Common Stock	6,000 <u>(2)</u>
Stock Option (right to buy)	\$ 22.54 <u>(4)</u>	10/11/2001	A		<u>6,000</u> <u>(2)</u>		<u>(3)</u>	10/11/2011	Class A Common Stock	6,000 <u>(2)</u>
Stock Option (right to buy)	\$ 15.46 <u>(5)</u>	10/09/2002	A		<u>6,000</u> <u>(2)</u>		<u>(3)</u>	10/09/2012	Class A Common Stock	6,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Eddington Roderick I
C/O NEWS AMERICA INCORPORATED
1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

X

Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Roderick I.
Eddington

11/19/2004

 **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. On the grant date, the exercise price would have been US\$18.55 after giving effect to the one for two exchange ratio.
- (2) Reporting Person is amending the Form 4 originally filed on November 12, 2004 to correct a typographical error on that Form 4. A stock option to purchase 6,000 shares of Class A Common Stock was granted to the Reporting Person, not 60,000 as previously reported. The option was received in exchange for an option held over The News Corporation Limited's ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with TNCL's reorganization to the United States (the "Reorganization"). On 11/12/2004, the effective date of the Reorganization, each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A

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Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.

- (3) The option provides for vesting as to 25% on each anniversary date after the date of the original grant date.
- (4) Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.22 after giving effect to the one for two exchange ratio.
- (5) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.45 after giving effect to the one for two exchange ratio.

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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