

DEVOE DAVID F  
Form 4  
February 16, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
DEVOE DAVID F

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Sr. EVP and CFO

(Street)  
NEW YORK, NY 10036

4. If Amendment, Date 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A Common Stock	02/14/2007		M	37,500	A	①	45,660	D
Class A Common Stock	02/14/2007		S	37,500	D	\$ 23.51	8,160	D
Class A Common Stock	02/14/2007		M	150,000	A	②	158,160	D
Class A Common Stock	02/14/2007		S	150,000	D	\$	8,160	D

Common  
Stock

23.51

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 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)	<u>(1)</u>	02/14/2007		M	37,500	<u>(3)</u>	09/07/2008	Class A Common Stock	37,500
Stock Option (Right to Buy)	<u>(2)</u>	02/14/2007		M	150,000	<u>(4)</u>	09/06/2009	Class A Common Stock	150,000

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

DEVOE DAVID F  
C/O NEWS AMERICA INCORPORATED  
1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

X

Sr. EVP and CFO

## Signatures

/s/ Laura O'Leary as Attorney-in-Fact for David F. DeVoe

02/16/2007

\*\*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) The exercise price was equivalent to US\$14.57. The stock option was granted with an exercise price of A\$18.70.

(2) The exercise price was equivalent to US\$16.30. The stock option was granted with an exercise price of A\$20.92.

(3) The stock option vested in four equal, annual installments of the original grant beginning on 09/07/1999.

(4) The stock option vested in four equal, annual installments of the original grant beginning on 09/06/2000.

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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