

FOX ENTERTAINMENT GROUP INC
Form 4
March 22, 2005

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

OMB APPROVAL

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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 *
NEWS CORP

2. Issuer Name and Ticker or Trading Symbol
FOX ENTERTAINMENT GROUP INC [FOX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
1211 AVENUE OF THE AMERICAS
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2005

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

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
__X__ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 03/19/2005 | | J(1) | | 414,889,385 (1) | A | (1) |
| Class B Common Stock | 03/21/2005 | | J(1) | | 547,500,000 (1) | A | (1) |
| Class A Common Stock | 03/21/2005 | | J(2) | | 12,069,695 (2) | A | (2) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEWS CORP 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | |
| Fox Entertainment Group, Inc. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | |

Signatures

/s/ Lawrence A. Jacobs 03/22/2005

**Signature of Reporting Person Date

/s/ Lawrence A. Jacobs 03/22/2005

**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)

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The 414,889,385 shares of Fox Entertainment Group, Inc. ("Old Fox") Class A common stock were acquired in an offer by News Corporation ("News Corporation") to exchange 2.04 shares of News Corporation Class A common stock for each outstanding share of Old Fox Class A common stock (such ratio, the "Exchange Ratio," and such offer, the "Exchange Offer"). Prior to the Exchange Offer, FEG Holdings, Inc. ("FEGH"), a wholly owned subsidiary of News Corporation, owned 252,159,080 shares of Old Fox Class A common stock and 547,500,000 shares of Old Fox Class B common stock. FEGH exchanged all of its shares of Old Fox Class A common stock in the Exchange Offer at the Exchange Ratio. FEGH also exchanged all of its shares of Old Fox Class B common stock for shares of News Corporation Class A common stock at the Exchange Ratio, pursuant to an exchange agreement between Fox Acquisition Corp (n/k/a Fox Entertainment Group, Inc.) ("New Fox") and FEGH (the "Exchange Agreement").

- (2) 12,069,695 shares of Old Fox Class A common stock were acquired in a "short form" merger effected by News Corporation in which Old Fox was merged with and into New Fox (the "Merger"). Each share of Old Fox not tendered in the Exchange Offer or exchanged pursuant to the Exchange Agreement was exchanged in the Merger for shares of News Corporation Class A common stock at the Exchange Ratio. As a result of the Exchange Offer, the Exchange Agreement and the Merger, (i) Old Fox became a direct wholly owned subsidiary of News Corporation, and (ii) FEGH, a previous reporting person of Old Fox as a result of its record ownership of Old Fox, disposed of its ownership of Old Fox.

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.