## Edgar Filing: MURDOCH LACHLAN K - Form 4/A

Form 4/A	LACHLAN K									
November 19	9, 2004									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									OMB APPROVAL	
Check thi		0111120	Washington, D.C. 20549						3235-02	
if no long	er STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								31, 005
subject to Section 1 Form 4 or Form 5	6. r			SECUI		burden hou response	irs per	0.5		
obligation may cont <i>See</i> Instru 1(b).	inue. Section 17(	a) of the I	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940			
(Print or Type F	Responses)									
1. Name and A MURDOCH	Person <u>*</u>	2. Issuer Name <b>and</b> Ticker or Trading Symbol NEWS CORP [NWS]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	ast) (First) (Middle) 3. Date of Earliest Transaction				(Check all applicable)					
C/O NEWS AMERICA INCORPORATED, 1211 AVENUE OF THE AMERICAS			(Month/Day/Year) 11/12/2004				_X_ Director10% Owner _X_ Officer (give titleOther (specify below)below) Sr. EVP and Deputy COO			
(Street)			4. If Amendment, Date Original			1	6. Individual or Joint/Group Filing(Check			
11/12/2004 _X_ NEW YORK NY 100361							e Line) n filed by One Reporting Person filed by More than One Reporting			
(City)	(State)	(Zip)	Tab	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)	f
Damindary Dam	ort on a separate line	for each of	nee of co-	Code V		(D) Price				
Kenninder: Kep	ort on a separate fine		ass of sec	unities bene	-	-	spond to the colle	ction of S	EC 1474	
					inforn requir	nation cont ed to resp ys a curre	ained in this form ond unless the fo ntly valid OMB co	n are not rm	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securiti

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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)		/Year)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Stock Appreciation Right	\$ 15.2	08/11/2004		А	187,500 (1)	(2)	08/11/2014	Class A Common Stock	187. (1

## **Reporting Owners**

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			
MURDOCH LACHLAN K C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Х		Sr. EVP and Deputy COO				
Signatures							
/s/ Laura O'Leary, as Attorney-in-Fact for La Murdoch	chlan		11/19/2004				
<b>**</b> 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).

On 11/12/2004, the effective date of the reorganization of The News Corporation Limited ("TNCL") to the United States, each

- (1) outstanding stock appreciation right for TNCL Preferred Limited Voting Ordinary Shares was cancelled and a stock appreciation right for Class A Common Stock for half the shares was issued in exchange therefore.
- (2) The stock appreciation right provide for vesting as to 25% on each anniversary date after the date of the original grant.

## **Remarks:**

Reporting Person is amending the Form 4 originally filed on November 12, 2004 to include these derivative securities which we

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.