NEWS CORP Form 4 October 19, 2006

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

Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * **DEVOE DAVID F**

2. Issuer Name and Ticker or Trading Symbol

Issuer

NEWS CORP [NWS]

3. Date of Earliest Transaction

(Month/Day/Year) 10/18/2006

_X__ Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

Sr. EVP and CFO

below)

5. Relationship of Reporting Person(s) to

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

(Street)

(State)

(First)

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

below)

NEW YORK, NY 10036

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(9-02)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

Estimated average

burden hours per

Reported (A) Transaction(s) or

(Instr. 3 and 4) 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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

Transactionof

5. Number 6. Date Exercisable and **Expiration Date**

7. Title and Amount of 8. Pr Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	•	(Month/Day/Year) (Instr. 3 and 4)		4)	Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Cash-settled restricted stock units (1)	<u>(1)</u>	10/18/2006		A	162 (2)	(3)	(3)	Class A Common Stock	162	
Cash-settled restricted stock units (1)	(1)	10/18/2006		A	243 (2)	<u>(6)</u>	<u>(6)</u>	Class A Common Stock	243	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
DEVOE DAVID F						
C/O NEWS AMERICA INCORPORATED	X		Sr. EVP and CFO			
1211 AVENUE OF THE AMERICAS	Λ		SI. EVF allu CFO			
NEW YORK, NY 10036						

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for David F.
DeVoe 10/19/2006

**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) 1-for-1
- The cash-settled restricted stock units were issued pursuant to dividend equivalent rights which were credited to the reporting person for certain outstanding cash-settled restricted stock units held by the reporting person on October 18, 2006, the date on which dividends were paid on the issuer's Class A Common Stock.
- (3) The cash-settled restricted stock units will vest in two equal, annual installments beginning on July 1, 2007 and shall be paid in cash upon vesting.
- (4) The recipient did not pay cash or other consideration for the receipt of cash-settled restrict stock units.
- (5) This number includes previously reported underlying cash-settled restricted stock units which are eligible to receive dividend equivalent rights.

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(6) The cash-settled restricted stock units will vest in three equal, annual installments beginning July 1, 2007 and shall be paid in cash upon vesting.

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.