

NEWS CORP
Reported by
MURDOCH LACHLAN K

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 04/04/12 for the Period Ending 04/02/12

Address	1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036
Telephone	212-852-7000
CIK	0001308161
Symbol	NWSA
SIC Code	2711 - Newspapers: Publishing, or Publishing and Printing
Industry	Printing & Publishing
Sector	Services
Fiscal Year	06/30

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * MURDOCH LACHLAN K <small>(Last) (First) (Middle)</small> C/O NEWS AMERICA INCORPORATED, 1211 AVENUE OF THE AMERICAS <small>(Street)</small> NEW YORK, NY 10036 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol NEWS CORP [NWS] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/2/2012</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	4/2/2012		M		1073	A	(1)	1529	D	
Class A Common Stock	4/2/2012		D		1073	D	\$19.92	456	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock Units	(2)	4/2/2012		M		1073		(3)	(3)	Class A Common Stock	1073	(1)	0	D	
Deferred Stock Units	(2)	4/2/2012		A		1757		(4)	(4)	Class A Common Stock	1757	\$19.92	1757	D	

Explanation of Responses:

- (1) The deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.
- (2) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.
- (3) The deferred stock units became payable in cash on April 2, 2012, the fifth anniversary of the grant date.
- (4) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
MURDOCH LACHLAN K C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X			

Signatures

/s/ Laura Cleveland as Attorney-in-Fact for Lachlan K. Murdoch

4/4/2012

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.