

SHUMAN STANLEY S
Form 4
November 12, 2004

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 *
SHUMAN STANLEY S

(Last) (First) (Middle)

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

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NEWS CORP [NWS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/12/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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)		
				Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	11/12/2004		A		320,515	A	①	320,515	D
Class B Common Stock	11/12/2004		A		60,996	A	②	60,996	D
TNCL Preferred Limited Voting Ordinary	06/25/2004		M		8,000	A	\$	0	D
								4.19	
								③	

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Shares							
TNCL Preferred Limited Voting Ordinary Shares	06/25/2004	S	8,000	<u>D</u> (4)	\$ 8.80		D
TNCL Ordinary Shares	06/25/2004	M	4,000	A	<u>\$ 3.7</u> (5)	0	D
TNCL Ordinary Shares	06/25/2004	S	4,000	<u>D</u> (4)	\$ 8.16	0	D

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)	\$ 4.19 <u>(6)</u>	06/25/2004		M		<u>(8)</u> 10/18/2004	Preferred Shares 8,000 <u>(7)</u>
Stock Option (right to buy)	\$ 3.7 <u>(9)</u>	06/25/2004		M		<u>(8)</u> 10/18/2004	Ordinary Shares 4,000 <u>(7)</u>
Stock Option (right to buy)	\$ 12.66 <u>(10)</u>	10/10/1995		A	6,000 <u>(11)</u>	<u>(8)</u> 10/10/2004	Class A Common Stock 6,000 <u>(11)</u>
		10/15/1996		A		<u>(8)</u> 10/15/2006	

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Stock Option (right to buy)	\$ 11.64 <u>(12)</u>			6,000 <u>(11)</u>				Class A Common Stock	6,000 <u>(11)</u>
Stock Option (right to buy)	\$ 12.18 <u>(13)</u>	10/07/1997	A	6,000 <u>(11)</u>	<u>(8)</u>	10/07/2006		Class A Common Stock	6,000 <u>(11)</u>
Stock Option (right to buy)	\$ 15.96 <u>(14)</u>	10/13/1998	A	6,000 <u>(11)</u>	<u>(8)</u>	10/13/1998		Class A Common Stock	6,000 <u>(11)</u>
Stock Option (right to buy)	\$ 21.1 <u>(15)</u>	11/03/1999	A	6,000 <u>(11)</u>	<u>(8)</u>	11/03/2009		Class A Common Stock	6,000 <u>(11)</u>
Stock Option (right to buy)	\$ 35.66 <u>(16)</u>	10/18/2000	A	6,000 <u>(11)</u>	<u>(8)</u>	10/18/2010		Class A Common Stock	6,000 <u>(11)</u>
Stock Option (right to buy)	\$ 22.54 <u>(17)</u>	10/11/2001	A	6,000 <u>(11)</u>	<u>(8)</u>	10/11/2011		Class A Common Stock	6,000 <u>(11)</u>
Stock Option (right to buy)	\$ 15.46 <u>(18)</u>	10/09/2002	A	6,000 <u>(11)</u>	<u>(8)</u>	10/19/2012		Class A Common Stock	6,000 <u>(11)</u>
Deferred Stock Units	<u>(19)</u>	04/01/2004	A	2,462 <u>(20)</u>	<u>(21)</u>	<u>(21)</u>		Class A Common Stock	2,462 <u>(20)</u>
Deferred Stock Units	<u>(19)</u>	07/01/2004	A	606 <u>(20)</u>	<u>(21)</u>	<u>(21)</u>		Class A Common Stock	606 <u>(20)</u>
Deferred Stock Units	<u>(19)</u>	10/01/2004	A	636 <u>(20)</u>	<u>(21)</u>	<u>(21)</u>		Class A Common Stock	636 <u>(20)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHUMAN STANLEY S C/O NEWS AMERICA INCORPORATED	X			

1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Signatures

/s/ Laura O'Leary, Attorney-in-Fact for Stanley S.
Shuman

11/12/2004

__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) Received in exchange for 641,031 shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with the reorganization of TNCL to the United States (the "Reorganization")
 - (2) Received in exchange for 121,993 shares of TNCL Ordinary Shares in connection with the Reorganization.
 - (3) Reported in Australian dollars. The exercise price was US\$2.93.
 - (4) ADSs representing the shares were sold. Each ADS represented 4 underlying shares of TNCL Preferred Limited Voting Ordinary Shares or Ordinary Shares, as applicable.
 - (5) Reported in Australian dollars. The exercise price was US\$2.59.
 - (6) Reported in Australian dollars. The exercise price was US\$2.93.
Reported in Australian dollars. Share numbers reported are actual number of TNCL Preferred Shares and Ordinary Shares, as applicable.
 - (7) On 11/12/2004, the effective date of the Reorganization, each outstanding share of TNCL was cancelled and Class A Common Stock and Class B Common Stock for half the number of TNCL Preferred Shares and Ordinary Shares was issued in exchange therefore.
 - (8) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
 - (9) The exercise price was US\$2.59.
 - (10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.61 after giving effect to the one for two exchange ratio.
Received in exchange for options held over TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
 - (12) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.22 after giving effect to the one for two exchange ratio.
 - (13) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.81 after giving effect to the one for two exchange ratio.
 - (14) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.94 after giving effect to the one for two exchange ratio.
 - (15) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.60 after giving effect to the one for two exchange ratio.
 - (16) Reported in Australian dollars. On the grant date, the exercise price would have been US\$18.55 after giving effect to the one for two exchange ratio.
 - (17) Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.22 after giving effect to the one for two exchange ratio.
 - (18) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.45 after giving effect to the one for two exchange ratio.
 - (19) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.
Received in exchange for deferred stock units of TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each deferred stock unit of TNCL Preferred Shares was cancelled and deferred stock units of Class A Common Stock for half the number of deferred stock units of TNCL Preferred Shares were issued in exchange therefore.
 - (20)

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(21) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

(22) Represents the price of the deferred stock units after giving effect to the one for two exchange ratio.

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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