

NEWS CORP  
Form 4  
September 09, 2005

**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 \*  
**AILES ROGER**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O NEWS AMERICA  
INCORPORATED, 1211 AVENUE  
OF THE AMERICAS**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/07/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chairman of FOX TV Stations**

(Street)  
**NEW YORK, NY 10036-8795**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/07/2005		M		7,500	A	\$ 12.78 <u>(1)</u>
Class A Common Stock	09/07/2005		S		7,500	D	\$ 16.52
Class A Common Stock	09/07/2005		M		150,000	A	\$ 10.34 <u>(2)</u>
Class A Common Stock	09/07/2005		S		150,000	D	\$ 2,040

Common Stock 16.52

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.78 <sup>(1)</sup>	09/07/2005		M	7,500	<sup>(3)</sup> 02/06/2006	Class A Common Stock 7,500
Stock Option (Right to Buy)	\$ 10.34 <sup>(2)</sup>	09/07/2005		M	150,000	<sup>(4)</sup> 07/25/2006	Class A Common Stock 150,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AILES ROGER C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036-8795			Chairman of FOX TV Stations	

## Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Roger E. Ailes 09/09/2005

\*\*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) Reported in Australian dollars. The exercise price was US\$9.82.
- (2) Reported in Australian dollars. The exercise price was US\$7.94.
- (3) The stock option vested in four equal, annual installments of the original grant beginning on 02/06/1997.
- (4) The stock option vested in four equal, annual installments beginning on 07/25/1997.

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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