

NEWS CORP

Form 4

November 12, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CAREY CHASE**

(Last) (First) (Middle)

**C/O NEWS CORPORATION  
INCORPORATED, 1211 AVENUE  
OF THE AMERICAS**

(Street)

NEW YORK, NY 10026

(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 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
TNCL Preferred Limited Voting Ordinary Shares	10/04/2004		M		98,000	A	\$ 9.35 (2)
TNCL Preferred Limited Voting Ordinary	10/04/2004		S		98,000	D	\$ (1) 7.96

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Shares							
TNCL Preferred Limited Voting Ordinary Shares	10/05/2004	M	240,000	A	\$ 9.35 (2)	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/05/2004	S	240,000	D (1)	\$ 7.98	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	M	120,000	A	\$ 9.35 (3)	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	S	120,000	D (1)	\$ 8	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	M	120,000	A	\$ 4.79 (4)	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	S	120,000	D (1)	\$ 8	0	D
TNCL Preferred Limited Voting Ordinary Shares	10/06/2004	M	3,000	A	\$ 7.73 (5)	0	D
TNCL Preferred Limited Voting	10/06/2004	S	3,000	D (1)	\$ 8	0	D

Ordinary  
Shares

TNCL  
Preferred

Limited  
Voting  
Ordinary  
Shares

10/06/2004

M

22,000

A

\$ 11  
(6) 0

D

TNCL  
Preferred

Limited  
Voting  
Ordinary  
Shares

10/06/2004

S

22,000

D  
(1)

\$ 8.05 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)	\$ 9.35 <sup>(2)</sup>	10/05/2004		M			240,000 <u>(7)</u>	<u>(8)</u>	09/07/2008	Preferred Shares	240,000 <u>(7)</u>
Stock Option (right to buy)	\$ 9.35 <sup>(3)</sup>	10/06/2004		M			120,000 <u>(7)</u>	<u>(8)</u>	09/07/2008	Preferred Shares	120,000 <u>(7)</u>
Stock Option (right to buy)	\$ 4.79 <sup>(4)</sup>	10/06/2004		M			120,000 <u>(7)</u>	<u>(8)</u>	08/19/2007	Preferred Shares	120,000 <u>(7)</u>
Stock Option	\$ 7.73 <sup>(5)</sup>	10/06/2004		M			3,000 <u>(7)</u>	<u>(8)</u>	11/15/2009	Preferred Shares	2,000 <u>(7)</u>

(right to  
buy)

Stock

Option  
(right to  
buy)\$ 11 <sup>(9)</sup>

10/06/2004

M

22,000  
<sup>(7)</sup><sup>(8)</sup>

10/09/2012

Preferred  
Shares22,000  
<sup>(7)</sup>

Stock

Option  
(right to  
buy)\$ 7.73 <sup>(10)</sup>

10/09/2002

A

4,500  
<sup>(11)</sup><sup>(8)</sup>

10/09/2012

Class A  
Common4,500  
<sup>(11)</sup>

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

CAREY CHASE  
C/O NEWS CORPORATION INCORPORATED  
1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10026

X

## Signatures

/s/ Laura O'Leary, Attornery-in-Fact for Chase  
Carey

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) ADSs representing the shares were sold. Each ADS represented 4 underlying shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares").

(2) Reported in Australian dollars. The exercise price was US\$6.75.

(3) Reported in Australian dollars. The exercise price was US\$6.78.

(4) Reported in Australian dollars. The exercise price was US\$3.47.

(5) Reported in Australian dollars. The exercise price was US\$5.60.

(6) Reported in Australian dollars. The exercise price was US\$7.97

(7) Share numbers reported are actual numbers of TNCL Preferred Shares received. On 11/12/2004, the effective date of the reorganization of TNCL to the United States (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.

(8) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.

(9) Reported in Australian dollars. The exercise price was US\$7.97.

(10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$4.23 after giving effect to the one for two exchange ratio.

(11) Received in exchange for 9,000 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.

**Remarks:**

This is part 3 of a three part Form 4.

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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