

MURDOCH JAMES R  
Form 4  
August 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MURDOCH JAMES R

2. Issuer Name and Ticker or Trading Symbol  
TWENTY-FIRST CENTURY FOX, INC. [FOX]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Last) (First) (Middle)  
C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS

3. Date of Earliest Transaction (Month/Day/Year)  
08/15/2017

(Street)  
NEW YORK, NY 10036

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) |          |         |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|----------|---------|---|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |          |         |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |          |         |   |  |
| Class A Common Stock            | 08/15/2017                           |  | M                              |   | 123,763   | A  | 11  | 234,236  | D       |   |  |
| Class A Common Stock            | 08/15/2017                           |  | F                              |   | 69,085  | D  |   | \$ 28.21 | 165,151 | D |  |
| Class A Common Stock            | 08/15/2017                           |  | S                              |   | 111,713   | D  |   | \$ 27.94 | 53,438  | D |  |
|                                 |                                      |  |                                |   |   |  |   | (2)      |         |   |  |

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock-settled performance stock units      | (3)  | 08/15/2017                           |  | M                              | 123,763   | 08/15/2017 08/15/2017                                    | Class A Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| MURDOCH JAMES R<br>C/O TWENTY-FIRST CENTURY FOX, INC.<br>1211 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10036 | X             |           | Chief Executive Officer |       |

## Signatures

Laura A. Cleveland as Attorney-in-Fact for James R. Murdoch  
08/17/2017

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) The stock-settled performance stock units were deemed to have settled for an equivalent number of shares of Twenty-First Century Fox, Inc.'s Class A Common Stock.  
The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$27.90 to \$27.99, inclusive. The reporting person undertakes to provide to Twenty-First Century Fox, Inc., any security holder of Twenty-First Century Fox, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2)
- (3) 1-for-1

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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