

Nallen John  
 Form 4  
 November 12, 2004

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
 Nallen John

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)

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Deputy CFO

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

(Street)

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

NEW YORK, NY 10036

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                                       |                                                          |                                   |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|----------------------------------------------|

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| Security (Instr. 3)         | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year)       | (Instr. 3 and 4) |                  |                 |                      |                            |
|-----------------------------|------------------------------------------|----------------------|-----------------|-----------------------------------------------------------------|------------------------|------------------|------------------|-----------------|----------------------|----------------------------|
|                             |                                          |                      | Code            | V                                                               | (A)                    | (D)              | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
| Stock Option (right to buy) | \$ 10.34 <sup>(1)</sup>                  | 07/25/1996           | A               |                                                                 | 30,000 <sup>(2)</sup>  |                  | <sup>(3)</sup>   | 07/25/2006      | Class A Common Stock | 30,000 <sup>(2)</sup>      |
| Stock Option (right to buy) | \$ 16.16 <sup>(4)</sup>                  | 10/12/1998           | A               |                                                                 | 75,000 <sup>(2)</sup>  |                  | <sup>(3)</sup>   | 10/12/2008      | Class A Common Stock | 75,000 <sup>(2)</sup>      |
| Stock Option (right to buy) | \$ 20.92 <sup>(5)</sup>                  | 09/06/1999           | A               |                                                                 | 65,000 <sup>(2)</sup>  |                  | <sup>(3)</sup>   | 09/06/2009      | Class A Common Stock | 65,000 <sup>(2)</sup>      |
| Stock Option (right to buy) | \$ 22 <sup>(6)</sup>                     | 11/15/1999           | A               |                                                                 | 100,000 <sup>(2)</sup> |                  | <sup>(3)</sup>   | 11/15/2009      | Class A Common Stock | 100,000 <sup>(2)</sup>     |
| Stock Option (right to buy) | \$ 36.3 <sup>(7)</sup>                   | 08/01/2000           | A               |                                                                 | 100,000 <sup>(2)</sup> |                  | <sup>(3)</sup>   | 08/01/2010      | Class A Common Stock | 100,000 <sup>(2)</sup>     |
| Stock Option (right to buy) | \$ 25.1 <sup>(8)</sup>                   | 12/03/2001           | A               |                                                                 | 80,400 <sup>(2)</sup>  |                  | <sup>(3)</sup>   | 12/03/2011      | Class A Common Stock | 80,400 <sup>(2)</sup>      |
| Stock Option (right to buy) | \$ 16.04 <sup>(9)</sup>                  | 08/14/2002           | A               |                                                                 | 127,800 <sup>(2)</sup> |                  | <sup>(3)</sup>   | 08/14/2012      | Class A Common Stock | 127,800 <sup>(2)</sup>     |
| Stock Option (right to buy) | \$ 19.78 <sup>(10)</sup>                 | 08/11/2003           | A               |                                                                 | 97,400 <sup>(2)</sup>  |                  | <sup>(3)</sup>   | 08/11/2013      | Class A Common Stock | 97,400 <sup>(2)</sup>      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other  
 EVP, Deputy CFO

Nallen John  
C/O NEWS AMERICA INCORPORATED  
1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

## Signatures

/s/ Laura O Leary, Attorney-in-Fact for John  
Nallen

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) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.18 after giving effect to the one for two exchange ratio.
- (2) Received in exchange for options held over The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with TNCL's reorganization to the United States the (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.
- (3) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
- (4) Reported in Australian dollars. On the grant date, the exercise price would have been US\$10.12 after giving effect to the one for two exchange ratio.
- (5) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.47 after giving effect to the one for two exchange ratio.
- (6) Reported in Australian dollars. On the grant date, the exercise price would have been US\$14.23 after giving effect to the one for two exchange ratio.
- (7) Reported in Australian dollars. On the grant date, the exercise price would have been US\$21.08 after giving effect to the one for two exchange ratio.
- (8) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.09 after giving effect to the one for two exchange ratio.
- (9) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.68 after giving effect to the one for two exchange ratio.
- (10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$12.94 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.