

Jacobs Lawrence A  
 Form 4  
 February 16, 2007

**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 \*  
 Jacobs Lawrence A

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)  
 02/15/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr. EVP, Group General Counsel

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Class A Common Stock            | 02/15/2007                           |  | M                              |   | 1,000 A <u>1</u> 1,000  | D  |                                   |
| Class A Common Stock            | 02/15/2007                           |  | S                              |   | 1,000 D \$ 23.5 0   | D  |                                   |
| Class A Common Stock            | 02/15/2007                           |  | M                              |   | 32,000 A <u>2</u> 32,000  | D  |                                   |
| Class A Common Stock            | 02/15/2007                           |  | S                              |   | 32,000 D \$ 0   | D  |                                   |

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|                      |            |  |   |        |   |            |          |
|----------------------|------------|--|---|--------|---|------------|----------|
| Common Stock         |            |  |   |        |   | 23.5       |          |
| Class A Common Stock | 02/15/2007 |  | M | 31,800 | A | <u>(3)</u> | 31,800 D |
| Class A Common Stock | 02/15/2007 |  | S | 31,800 | D | \$ 23.5    | 0 D      |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | <u>(1)</u>   | 02/15/2007                           |  | M                              | 1,000   | <u>(4)</u> 08/19/2007                                    | Class A Common Stock  | 1,000                         |
| Stock Option (Right to Buy)                | <u>(2)</u>   | 02/15/2007                           |  | M                              | 32,000  | <u>(5)</u> 10/12/2008                                    | Class A Common Stock  | 32,000                        |
| Stock Option (Right to Buy)                | <u>(3)</u>   | 02/15/2007                           |  | M                              | 31,800  | <u>(6)</u> 09/06/2009                                    | Class A Common Stock  | 31,800                        |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Jacobs Lawrence A  
C/O NEWS AMERICA INCORPORATED  
1211 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036

Sr. EVP, Group General Counsel

## Signatures

/s/ Laura O'Leary, as Attorney-in-Fact for Lawrence A.  
Jacobs

02/16/2007

\_\_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 exercise price was equivalent to US\$7.50. The stock option was granted with an exercise price of A\$9.58.
  - (2) The exercise price was equivalent to US\$12.66. The stock option was granted with an exercise price of A\$16.16.
  - (3) The exercise price was equivalent to US\$16.39. The stock option was granted with an exercise price of A\$20.92.
  - (4) The stock option vested in four equal, annual installments of the original grant beginning on 8/19/1998.
  - (5) The stock option vested in four equal, annual installments of the original grant beginning on 10/12/1999.
  - (6) The stock option vested in four equal, annual installments of the original grant beginning on 9/6/2000.

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.