NEWS CORP Form 4 October 21, 2016

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

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(b).

(Last)

Security

(Instr. 3)

Security

1. Name and Address of Reporting Person * **BANCROFT NATALIE**

(First) (Middle)

C/O NEWS CORPORATION, 1211

AVENUE OF THE AMERICAS

(Street)

2. Issuer Name and Ticker or Trading Symbol

NEWS CORP [NWS]

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

10/19/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

NEW YORK, NY 10036

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

or Exercise

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5) (A)

> or Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

Following Reported

Transaction(s) (Instr. 3 and 4)

> SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(I)

(Instr. 4)

(Check all applicable)

10% Owner

Other (specify

Estimated average

burden hours per

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Derivative Conversion (Month/Day/Year) Execution Date, if

any

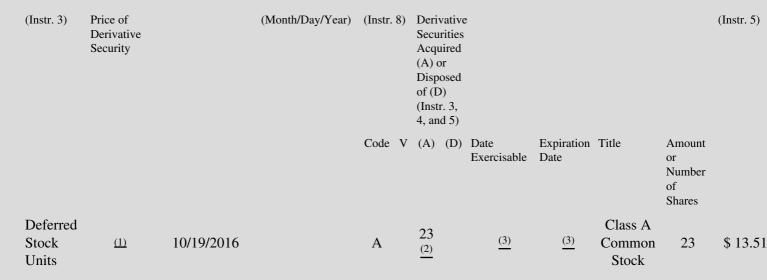
TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price of **Underlying Securities** (Instr. 3 and 4)

Derivative Security

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BANCROFT NATALIE C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036

X

Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Natalie Bancroft

10/21/2016

**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) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock.
- (2) Represents dividend equivalents accrued with respect to deferred stock units previously granted on July 1, 2016.
- (3) The deferred stock units representing dividend equivalents become payable in cash upon vesting of the underlying deferred stock units.

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.

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