Barnes Peter Form 4 April 01, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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Check this box

if no longer

subject to

Section 16.

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

1(b).

(City)

(State)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Barnes Peter Issuer Symbol NEWS CORP [NWS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title C/O NEWS AMERICA 04/01/2010 INCORPORATED, 1211 AVENUE OF THE AMERICAS

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

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

NEW YORK, NY 10036

(Zin)

(City)	(State)	Table Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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)	
Class A			Code V	Amount	(D)	Price	,		
Class A Common Stock	04/01/2010		M	601	A	<u>(1)</u>	8,560	D	
Class A Common Stock	04/01/2010		D	601	D	\$ 14.59	7,959	D	

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

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number.

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. Transacti Code (Instr. 8)	tionDerivative Securities		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deri Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares									
Deferred Stock Units	<u>(2)</u>	04/01/2010		M		601	(3)	<u>(3)</u>	Class A Common Stock	601									
Deferred Stock Units	<u>(2)</u>	04/01/2010		A	2,056		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	2,056	\$ 1								

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Functifications	Director	10% Owner	Officer	Other		
Barnes Peter C/O NEWS AMERICA INCORPORATED 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	X					

Signatures

/s/ Laura O'Leary as Attorney-in-Fact for Peter
Barnes
04/01/2010

**Signature of Reporting Person

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 deferred stock units were deemed to have settled for the cash value of an equivalent number of shares of News Corporation's Class A Common Stock.

Date

- (2) Each deferred stock unit represents the equivalent of one share of Class A Common Stock
- (3) The deferred stock units became payable in cash on April 1, 2010, the fifth anniversary of the grant date.
- (4) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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