

BRITISH SKY BROADCASTING GROUP PLC

Form 424B3

October 04, 2004

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-106837

333-106837-01

333-106837-02

333-106837-03

333-106837-04

333-106837-05

333-106837-06

333-106837-07

**Prospectus Supplement No. 4**

**(to Prospectus dated August 19, 2003)**

**US\$1,655,000,000**

**News Corporation Finance Trust II**

**0.75% Senior Exchangeable BUCS<sup>SM</sup>**

**(original liquidation preference US\$1,000 per BUCS)**

**exchangeable into the ordinary shares of British Sky Broadcasting Group plc or**

**the cash value thereof and guaranteed on a senior basis by**

**The News Corporation Limited**

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This prospectus supplement amends and supplements the prospectus dated August 19, 2003 relating to the resale by the holders of 0.75% Senior Exchangeable BUCS<sup>SM</sup>, or BUCS , of News Corporation Finance Trust II and the ordinary shares of British Sky Broadcasting Group plc, or BSKyB ordinary shares , issuable upon exchange of the BUCS.

This prospectus supplement should be read in conjunction with the prospectus dated August 19, 2003, which is to be delivered with this prospectus supplement. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with the prospectus. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus. Capitalized terms used in this prospectus supplement and not otherwise defined herein have the meanings specified in the prospectus.

The table below sets forth information as of the date of this prospectus supplement about the original liquidation preference of BUCS beneficially owned and the number of BSKyB ordinary shares issuable upon exchange of the BUCS that may be offered under the prospectus by the selling security holders named in the table. All of the information set forth in the table has been provided by or on behalf of the selling security holders on or prior to the date of this prospectus supplement and, to our knowledge, is true and correct as of the date of this prospectus supplement. The selling security holders listed in the table below may have sold or transferred, in transactions exempt from the registration requirements of the Securities Act, some or all of their BUCS since the date on which the information was supplied to us as presented in the table. Information about selling security holders may change over time. Any changed information supplied to us will be set forth in future prospectus supplements.

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<sup>SM</sup> Service mark of Salomon Smith Barney Inc.

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The table of selling security holders beginning on page 110 of the prospectus under the caption "Selling Security Holders" is hereby amended by this prospectus supplement no. 4 to read as follows.

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB  Ordinary Shares Registered Hereby (1)
AAM/Zazove International Convertible Fund L.P. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	\$ 400,000	*	0	30,836
ACIG Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	300,000	*	0	23,127
Advantage Convertible Securities Fund 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	350,000	*	0	26,982
AIG DKR SoundShore Overseas Holding Fund Ltd. c/o DKR Capital Partners LP 1281 East Main Street Stamford, CT 06902	6,825,000	*	0	526,139
Alcon 401(k) Retirement Plan 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	1,100,000	*	0	84,799
Amaranth Fund L.P. Amaranth Group 1 American Lane Greenwich, CT 06831 Attn: General Counsel	85,000,000	5%	0	6,552,650
American Fidelity Assurance Company	260,000	*	0	20,043

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2000 Classen Center				
Oklahoma City, OK 73106				
American Founders Life Ins. Co.	400,000	*	0	30,836
8395 Keystone Crossing				
Indianapolis, IN 46240				
American Pioneer Life Ins. Co. of New York	90,000	*	0	6,938
6 International Drive				
Rye Brook, NY 10573-1068				
American Progressive Life & Health	90,000	*	0	6,938
6 International Drive				
Rye Brook, NY 10573-1068				
American Public Entity Excess Pool	90,000	*	0	6,938
29621 Northwestern Highway				
Southfield, MI 48034				
Auspis Ltd.	200,000	*	0	15,418
c/o Jefferies Asset Management Ltd.				
Uraniastrasse 12				
CH-8023 Zurich, Switzerland				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Bank Austria Cayman Islands, Ltd  c/o Remius Capital Group, LLC  666 Third Avenue, 26th Floor  New York, NY 10017	\$ 3,000,000	*	0	231,270
Bank Austria C29 BA 510-452448  Obere Donacsterasse 19  1090 Vienna, Austria	150,000	*	0	11,564
Barclays Global Investors  c/o Forest Investment Management LLC  53 Forest Avenue  Old Greenwich, CT 06870	350,000	*	0	26,982
Barep Convertible Arbitrage  c/o Barep Asset Management  3 Rue Lafayette  750009 Paris, France	34,000,000	2%	0	2,621,060
Barep Convertible Arbitrage Enhanced  c/o Barep Asset Management  3 Rue Lafayette  750009 Paris, France	12,000,000	*	0	925,080
Basso Global Convertible Holding Fund Ltd.  M & C Corporate Services Ltd.  P.O. Box 309GT Uglund House  South Church Street, George Town  Grand Cayman, Cayman Islands	1,050,000	*	0	80,945
Basso Multi-Strategy Holding Fund Ltd.	1,350,000	*	0	104,072

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M & C Corporate Services Ltd.				
P.O. Box 309GT Ugland House				
South Church Street, George Town				
Grand Cayman, Cayman Islands				
Beamtenversicherungskasse des Kantons Zurich	3,900,000	*	0	300,651
c/o State Street Switzerland				
Kassernen Str. 1				
CH-8004 Zurich, Switzerland				
Bernische Lehrerversicherungskasse	450,000	*	0	34,691
c/o CSAM				
P.O. Box 800				
CH-8070 Zurich, Switzerland				
Buckeye State Mutual Ins. Co	30,000	*	0	2,313
1 Heritage Place				
Piqua, OH 45356				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
CALAMOS Convertible Fund CALAMOS Investment Trust c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	\$ 11,500,000	*	0	886,535
CALAMOS Global Convertible Fund CALAMOS Investment Trust c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	700,000	*	0	53,963
CALAMOS Group Trust International Fund c/o CALAMOS Investments 1111 E. Warrenville Road Naperville, IL 60563	1,700,000	*	0	131,053
Catholic Family Life Ins. 1572 E. Capital Drive Milwaukee, WI 53211-0563	340,000	*	0	26,211
Catholic Relief Insurance Company of America 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	600,000	*	0	46,254
Celina Mutual Ins. Co. 1 Insurance Square Celina, OH 45822-1690	40,000	*	0	3,084
Century National Insurance Co. 12200 Sylvan St. North Hollywood, CA 91606	1,000,000	*	0	77,090

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Cheyne Fund LP	1,980,000	*	0	152,638
13 Park Place				
London, England SW1A1LP				
Cheyne Leveraged Fund LP	1,225,000	*	0	94,435
13 Park Place				
London, England SW1A1LP				
CI Global Convertible Capital Invest	350,000	*	0	26,982
Obere Donacsterasse 19				
1090 Vienna, Austria				
CIP Limited Duration Company	238,000	*	0	18,347
1 Cabot Square				
London, England E144QJ				
Citigroup Global Markets U.K. Equity Limited	30,000,000	2%	0	2,312,700
Citigroup Centre, Canada Square				
Canary Wharf				
London, England E145LB				



Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Citigroup Global Markets Limited Citigroup Centre, Canada Square Canary Wharf London, England E145LB	37,515,000	2%	0	2,892,031
Colonial Lloyds Insurance Co 2600 W. Freeway Fort Worth, TX 76102	20,000	*	0	1,542
Commerzbank AG Frankfurt Shearbourne House 119-121 Cannon Street London, England EC3V0HR	5,750,000	*	0	443,268
Commerzbank AG Frankfurt 119-121 Cannon Street London, England EC3V0HR	250,000	*	0	19,273
Commonwealth Dealers 8001 W. Broad Street Richmond, VA 23294	200,000	*	0	15,418
Concord Life Ins. Co. 307 N. Michigan Ave. Chicago, IL 60601	200,000	*	0	15,418
CQS Convertible & Quantitative Strategies Masterfund Ltd. P.O. Box 309 Ugland House South Church Street	45,000,000	3%	20,404	3,469,050

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Georgetown, Grand Cayman				
Credit Suisse First Boston Europe Limited	86,500,000	5%	0	6,668,285
1 Cabot Square				
London, England E144QJ				
CSA Fraternal Life Ins. Co.	140,000	*	0	10,793
122 W. 22nd St.				
Oakbrook, IL 60521				
CS Alternative Strategy Limited	68,000	*	0	5,242
13 Park Place				
London, England SW1A1LP				
Cumberland Ins. Co.	180,000	*	0	13,876
633 Shiloh Pike				
Bridgeton, NJ 08302				
Cumberland Mutual Fire Ins. Co.	750,000	*	0	57,818
633 Shiloh Pike				
Bridgeton, NJ 08302				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
DBAG London 31 West 52nd Street, 4th Floor New York, NY 10019	\$ 10,000,000	*	0	770,900
DKR SoundShore Oasis Holding Fund Ltd. 29 Richmond Road Pembroke, HM 08, Bermuda	5,252,000	*	0	404,877
DKR SoundShore Strategic Holding Fund Ltd. 29 Richmond Road Pembroke, HM 08, Bermuda	2,848,000	*	0	219,552
Educators Mutual Life Ins. 202 N. Price Street Lancaster, PA 17603	180,000	*	0	13,876
Employee s Retirement of N.O. Sewer/Water Board 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	650,000	*	0	50,109
Fidelity Financial Trust: Fidelity Convertible Securities Fund  c/o Dasha Tcherniakovskaia, Legal Product Manager  FMR Corp.  82 Devonshire Street, E31C  Boston, MA 02109-3614	15,000,000	*	0	1,156,350
Field Holdings, Inc. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	70,000	*	0	5,396
First Dakota Indemnity Co. 3900 W. 53rd St.	20,000	*	0	1,542

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Sioux Falls, SD 57109-1008

Forest Fulcrom Fund LLP	1,370,000	*	0	105,613
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53 Forest Avenue

Old Greenwich, CT 06870

Forest Global Convertible Fund	5,585,000	*	0	430,548
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53 Forest Avenue

Old Greenwich, CT 06870

Forest Multi-Strategy Master Fund on behalf of its Multi-Strategy Segregated Portfolio Series F	2,070,000	*	0	159,576
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53 Forest Avenue

Old Greenwich, CT 06870

Founders Insurance Company	50,000	*	0	3,855
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1645 E. Birchwood

Desplaines, IL 60018

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Gaia Offshore Master Fund Ltd. 750 Lexington Avenue New York, NY 10022	\$ 8,000,000	*	0	616,720
Gemini Sammel Stiftung Zur Foderung der Personalvorsorge  c/o Pictet & Cie  29 Boulevard Georges-Favon  CH-1204 Geneva, Switzerland	400,000	*	0	30,836
GLG Global Convertible UCITS Fund c/o GLG Partners One Curzon St. London, England W1JSHB	5,650,000	*	0	435,559
GLG Global Convertible Fund c/o GLG Partners One Curzon St. London, England W1JSHB	24,700,000	1%	0	1,904,123
GLG Mangousta Fund c/o GLG Partners One Curzon St. London, England W1JSHB	800,000	*	0	61,672
GLG Market Neutral Fund c/o GLG Partners One Curzon St. London, England W1JSHB	43,950,000	3%	0	3,388,106
Goodville Mutual Casualty	150,000	*	0	11,564

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625 W. Main

New Holland, PA 17557

Grange Mutual Casualty Ins. Co.	320,000	*	0	24,669
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650 S. Front Street

Columbus, OH 43216-1218

Guarantee Trust Life Ins.	1,100,000	*	0	84,799
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1275 Milwaukee

Glenview, IL 60025

Hamilton Multi Strategy Master Fund, LP	20,000,000	1%	0	1,541,800
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415 Madison Avenue, 19th Floor

New York, NY 10017

Hannover Life Reassurance Company of America	650,000	*	0	50,109
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800 N. Magnolia

Orlando, FL 32803

HBK Master Fund L.P.	187,500,000	11%	0	14,454,375
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c/o HBK Investment L.P.

300 Crescent Ct., #700

Dallas, TX 75201

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
HFR Ed Global Master Trust Co. c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	\$ 481,000	*	0	37,080
Indiana Lumbermens Mutual Insurance Company P.O. Box 68600 Indianapolis, IN 46268	500,000	*	0	38,545
Integrity Mutual Ins. Co. P.O. Box 539 Appleton, WI 54912-0539	250,000	*	0	19,273
ISBA Mutual Ins. Co. 223 W. Ohio Street Chicago, IL 60610-9003	130,000	*	0	10,022
Jefferies International Limited London Bracken House One Friday Street London, EC4M 9JA, England	1,000,000	*	0	77,090
Jefferies Umbrella Fund Global Convertible Bond c/o Jefferies Asset Management Ltd. Uraniastrasse 12 CH-8023 Zurich, Switzerland	940,000	*	0	72,465
JMG Capital Partners LP 199 Avenue of the Stars, Suite 2530 Los Angeles, CA 90067	7,500,000	*	0	578,175
JMG Convertible Investments, LP	17,000,000	1%	0	1,310,530

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199 Avenue of the Stars, Suite 2530

Los Angeles, CA 90067

JMG Triton Offshore Fund, Ltd.	34,500,000	2%	0	2,659,605
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199 Avenue of the Stars, Suite 2530

Los Angeles, CA 90067

Koch Industries Inc. Master Pension Trust	400,000	*	0	30,836
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940 Southwood Boulevard, Number 200

Incline Village, NV 89451

Laurel Ridge Capital LP	4,000,000	*	0	308,360
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685 Third Avenue

Suite 2802

New York, NY 10017

Lehman Brothers International Europe	15,720,000	1%	0	1,211,855
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25 Bank Street

London, E14 5LE, England



Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of BSkyB Ordinary Shares Registered Hereby (1)
Lincoln Memorial Life Ins Co 805 Las Cinas Parkway Austin, TX 78746	\$ 200,000	*	0	15,418
LDG Limited Washington Mall Phase 1, Church Street, 3rd Floor Hamilton, HM 11, Bermuda	150,000	*	0	11,564
LLT Limited Washington Mall Phase 1, Church Street, 3rd Floor Hamilton, HM 11, Bermuda	500,000	*	0	38,545
Lyxor Master Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	1,950,000	*	0	150,326
Main Street America Assurance Co. 55 West Street P.O. Box 2400 Keene, NH 03431-7000	600,000	*	0	46,254
Main Street America Financial 55 West Street P.O. Box 2400 Keene, NH 03431-7000	80,000	*	0	6,167
Main Street America Holdings 55 West Street	530,000	*	0	40,858

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P.O. Box 2400				
Keene, NH 03431-7000				
Marquette Indemnity and Life Ins Co.	60,000	*	0	4,625
1000 Des Pares Road				
Des Pares, MO 63131-2041				
Martin Andersen Gracia Andersen Foundation, Inc.	110,000	*	0	8,480
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
Medico Life Ins. Company	900,000	*	0	69,381
1515 S. 75th Street				
Omaha, NE 68124				
Medmarc Insurance Company	650,000	*	0	50,109
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
Merrill Lynch International	25,000,000	2	563,674	1,927,250
2 King Edward Street				
London, EC1A 1HQ, England				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB  Ordinary Shares Registered Hereby (1)
Michigan Mutual Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	\$ 1,300,000	*	0	100,217
Michigan Professional Insurance Exchange 21 Michigan Avenue, NE Suite 375 Grand Rapids, MI 49503	90,000	*	0	6,938
Mid America Life Insurance Co. 11808 Grant Omaha, NE 68164	70,000	*	0	5,396
Mid-State Surety Co. 3400 E. La Fayette Detroit, MI 48207	40,000	*	0	3,084
Morgan Stanley and Co International Ltd. 25 Cabot Square Canary Wharf London, England E144QA	41,950,000	3%	0	3,233,926
National Grange Mutual Insurance Co. 55 West Street P.O. Box 2400 Keene, NH 03431-7000	700,000	*	0	53,963
National Mutual Insurance Co. 1 Insurance Square Celina, OH 45822-1690	40,000	*	0	3,084
National Union Fire Insurance Company of Pittsburgh, PA	2,900,000	*	0	223,561

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c/o AIG Global Investment Corp.

175 Water Street, 24th Floor

New York, NY 10041

NCMIC	1,050,000	*	0	80,945
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1452 29th Street, Suite 200

West Des Moines, IA 50266-1307

New Era Life Insurance Co.	290,000	*	0	22,356
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200 Westlake Park Boulevard

Houston, TX 77079

Nisswa Master Fund Ltd.	13,000,000	*	0	1,002,170
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c/o Pine River Capital

800 Nicollet Mall, Suite 2710

Minneapolis, MN 55402

Nomura International plc	149,000,000	9%	0	11,486,410
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1 St. Martins De Grand

London, England EC1AXNP

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
Oklahoma Attorney Mutual Insurance  401 N. Hudson  Oklahoma City, OK 73102	\$ 40,000	*	0	3,084
Partners Group Alternative Strategies PCC LTD  3100 Tower Boulevard, Suite 1104  Durham, NC 27707	400,000	*	0	30,836
Pensionskasse der Antalis AG  c/o Bank Julius Baer & Co. Ltd.  P.O. Box  CH-8010 Zurich, Switzerland	60,000	*	0	4,625
Pensionskasse der EMS-Dottikon AG  c/o Bank Julius Baer & Co. Ltd.  P.O. Box  CH-8010 Zurich, Switzerland	110,000	*	0	8,480
Pensionskasse der EMS-Chemie AG  c/o Bank Julius Baer & Co. Ltd.  P.O. Box  CH-8010 Zurich, Switzerland	70,000	*	0	5,396
Pensionskasse der Lonza AG  c/o Bank Julius Baer & Co. Ltd.  P.O. Box  CH-8010 Zurich, Switzerland	140,000	*	0	10,793
Pensionskasse der Pluss-Staufner AG  c/o ZKB	60,000	*	0	4,625

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P.O. Box

CH-8010 Zurich, Switzerland

Pensionskasse der Rockwell Automation AG	80,000	*	0	6,167
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c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

Pensionskasse Vantico	100,000	*	0	7,709
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c/o Bank Julius Baer & Co. Ltd.

P.O. Box

CH-8010 Zurich, Switzerland

Personal Fursorgestiftung Der Gebaudeversicherung	230,000	*	0	17,731
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c/o Berner Kantonalbank

Bundesplatz 8

CH-3001 Bern, Switzerland

Personalvorsorge Der PV-Promea	150,000	*	0	11,564
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c/o Bank Leu Ltd.

P.O. Box

CH-8022 Zurich, Switzerland

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
Philanthropic Mutual Life Insurance Co. 401 Plymouth Road, Suite 100 Plymouth Meeting, PA 19462	\$ 80,000	*	0	6,167
The Philanthropic Mutual Life Ins. Co. Pension 401 Plymouth Road, Suite 100 Plymouth Meeting, PA 19462	160,000	*	0	12,334
PIMCO European Convertible Bond Fund 1400 Newport Center Drive Newport Beach, CA 92660	660,000	*	0	50,879
Premera Blue Cross 7001 220th Street, SW P.O. Box 327 Mount Lake Terrace, WA 98043	2,300,000	*	0	177,307
PSAM Allegro Partners LP c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	608,000	*	0	46,871
PSAM GPS Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	300,000	*	0	23,127
PSAM Panorama Fund Ltd c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas	2,819,000	*	0	217,317

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New York, NY 10019				
PSAM Worldarb Fund Ltd	380,000	*	0	29,294
c/o P. Schoenfeld Asset Mgt LLC				
1330 Avenue of the Americas				
New York, NY 10019				
Quattro Fund Ltd	4,700,000	*	0	362,323
Quattro Global Capital, LLC				
546 Fifth Avenue, 19th Floor				
New York, NY 10036				
Quincy Mutual Fire Insurance Co.	900,000	*	0	69,381
57 Washington Street				
Quincy, MA 02169				
Ramius Master Fund, LTD	3,000,000	*	0	231,270
c/o Ramius Capital Group, LLC				
666 Third Avenue, 26th Floor				
New York, NY 10017				



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Ramius Partners II, LP c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	\$ 1,000,000	*	0	77,090
RCG Halifax Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	500,000	*	0	38,545
RCG Latitude Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	4,000,000	*	0	308,360
RCG MultiStrategy Master Fund, LTD c/o Ramius Capital Group, LLC 666 Third Avenue, 26th Floor New York, NY 10017	1,500,000	*	0	115,635
Relay II Asset Holding c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	200,000	*	0	15,418
Republic Mutual Insurance Co. 1 Insurance Square Celina, OH 45822-1690	20,000	*	0	1,542
S.A.C. Capital Associates, LLC P.O. Box 58	1,450,000	*	0	111,781

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Victoria House				
The Valley, Anguilla				
Salomon Brothers Asset Management Inc.	21,000,000	1%	0	1,618,890
100 First Stamford Place, 2nd Floor				
Stamford, CT 06902				
San Diego County Employee Retirement Association	2,000,000	*	0	154,180
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
San Francisco Employee s Retirement System	2,500,000	*	0	192,725
940 Southwood Boulevard, Number 200				
Incline Village, NV 89451				
Scor Life Re Convertible Program	350,000	*	0	26,982
15305 Dallas Parkway, Suite 700				
Addison, TX 75001				
SGAM Convertible Arbitrage Fund	9,000,000	*	0	693,810
SGAM Alternative Investments				
2, Place de la Coupole				
92078 Paris La Défense Cedex France				

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
Siemens Convertibles European Markets 13 Park Place London, England SW1A1LP	\$ 1,250,000	*	0	96,363
Siemens Convertibles Global Markets 13 Park Place London, England SW1A1LP	1,750,000	*	0	134,908
South Dakota Retirement System 4009 W. 49th Street, Suite 300 Sioux Falls, SD 57106	7,000,000	*	0	539,630
Spartan Partners LP c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	785,000	*	0	60,516
Sphinx Fund c/o TQA Investors LLC 405 Lexington Avenue New York, NY 10174	100,000	*	0	7,709
Sphinx Convertible Arbitrage Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	125,000	*	0	9,636
SPT c/o CALAMOS Investments 1111 East Warrenville Road Naperville, IL 60563-1493	1,600,000	*	0	123,344

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St. Albans Partners Ltd. 2049 Century Park East, #330 Los Angeles, CA 90067	11,000,000	*	0	847,990
Standard Mutual Insurance Co 1028 S. Grand Avenue West Springfield, IL 62704	190,000	*	0	14,147
StarVest Convertible Securities Fund Ltd. 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	550,000	*	0	42,400
State National Insurance Co. 8220 Anderson Boulevard Fort Worth, TX 76120	100,000	*	0	7,709
Teachers Insurance and Annuity Association of America 730 Third Avenue New York, NY 10017	20,000,000	1%	0	1,541,800
TQA Master Fund, Ltd. 405 Lexington Avenue New York, NY 10174	13,600,000	*	0	1,048,424

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
TQA Master Plus Fund, Ltd. 405 Lexington Avenue New York, NY 10174	\$ 6,900,000	*	0	531,921
Triborough Partners International Ltd. 225 West 34th Street Suite 1006 New York, NY 10122	4,436,000	*	0	341,971
Triborough Partners LLC 225 West 34th Street Suite 1006 New York, NY 10122	1,664,000	*	0	128,278
Tuscarora Wayne Mutual Insurance Co. P.O. Box 7 601 State Street Wyalusing, PA 18853-0007	80,000	*	0	6,167
UBS AG London 100 Liverpool Street London, England EC2M2RH	39,500,000	2%	0	3,045,055
UBS O Connor LLC f/b/o O Connor Global Convertible Arbitrage Master Ltd One North Wacker Drive, Floor 32 Chicago, IL 60606	5,000,000	*	0	385,450
UBS O Connor LLC f/b/o O Connor Global Convertible Portfolio One North Wacker Drive, Floor 32 Chicago, IL 60606	350,000	*	0	26,982

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United National Insurance Co. 3 Bala Plaza East Suite 300 Bala Cynwyd, PA 19004	800,000	*	0	61,672
Westbay International Corp. c/o P. Schoenfeld Asset Mgt LLC 1330 Avenue of the Americas New York, NY 10019	451,000	*	0	34,768
Westward Insurance Company 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	20,000	*	0	1,542
Westward Life Insurance Co. 4040 Paramount Boulevard P.O. Box 6025 Lakewood, CA 90714-6025	110,000	*	0	8,480

Name and Address of Selling Security Holder	Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold	Percentage of  BUCS  Outstanding	Number of  BSkyB  Ordinary Shares Owned Prior to Exchange	Number of  BSkyB Ordinary Shares Registered Hereby (1)
Wisconsin Lawyers Mutual Insurance Co. 49 Kessle Court Madison, WI 53711	\$ 220,000	*	0	16,960
Wisconsin Mutual Insurance Co. 8201 Excelsior Drive Madison, WI 53711	130,000	*	0	10,022
World Insurance Co. 1108 Grant Omaha, NE 68164	440,000	*	0	33,920
Xavex Convertible Arbitrage 2 Fund 3100 Tower Boulevard, Suite 1104 Durham, NC 27707	400,000	*	0	30,836
Xavex Convertible Arbitrage 4 Fund c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	160,000	*	0	12,334
Xavex Convertible Arbitrage 7 Fund c/o TQA Investors LLC 405 Lexington Avenue New York, NY 10174	450,000	*	0	34,691
Xavex Convertible Arbitrage 10 Fund 3100 Tower Boulevard, Suite 1104 Durham, NC 27707	800,000	*	0	61,672
Xavex Risk Arbitrage 5 Fund c/o P. Schoenfeld Asset Mgt LLC	176,000	*	0	13,568

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1330 Avenue of the Americas

New York, NY 10019

Zazove Convertible Arbitrage Fund, L.P.	3,500,000	*	0	269,815
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940 Southwood Boulevard, Number 200

Incline Village, NV 89451

Zazove Convertible Securities Fund Inc.	800,000	*	0	61,672
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940 Southwood Boulevard, Number 200

Incline Village, NV 89451

Zazove Global Convertible Fund, L.P.	200,000	*	0	15,418
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Zazove Hedged Convertible Fund, L.P.	3,000,000	*	0	231,270
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940 Southwood Boulevard, Number 200

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Zazove Income Fund L.P.	2,000,000	*	0	154,180
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940 Southwood Boulevard, Number 200

Incline Village, NV 89451



<u>Name and Address of Selling Security Holder</u>	<u>Aggregate Principal Amount At Maturity  of BUCS  That May Be Sold</u>	<u>Percentage of  BUCS  Outstanding</u>	<u>Number of  BSkyB  Ordinary Shares Owned Prior to Exchange</u>	<u>Number of  BSkyB  Ordinary Shares Registered Hereby (1)</u>
Zuger Kantonalbank Banrerstr St. CH-6301 Zug, Switzerland	\$ 70,000	*	0	5,396
Zuger Kulturstiftung Landis & Gyr Zuger UB Baarerster 37 CH-6301 Zug, Switzerland	70,000	*	0	5,396
Zurich Institutional Benchmark c/o Forest Investment Management LLC 53 Forest Avenue Old Greenwich, CT 06870	625,000	*	0	48,181
Zurich Institutional Benchmark Management c/o Quattro Fund Quattro Global Capital, LLC 546 Fifth Avenue, 19th Floor New York, NY 10036	900,000	*	0	69,381
Zurich Institutional Benchmarks Master Fund c/o TQA Investors LLC c/o TQA Investors LLC 405 Lexington Avenue New York, NY 10174	320,000	*	0	24,669
Zurich Institutional Benchmarks Master Fund c/o Zazove Associates c/o Zazove Associates 940 Southwood Boulevard, Number 200 Incline Village, NV 89451	3,500,000	*	0	269,815

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BUCS previously sold by selling security holders and not listed above	164,400,000	10%	0	12,673,596
All other holders of BUCS or future transferees, pledgees, donees or successors and any such holders(2)	257,084,000	16%	0	19,818,606
<b>Total</b>	<b>\$ 1,655,000,000</b>	<b>100%</b>	<b>584,078</b>	<b>127,583,950</b>

\* Less than one percent (1%)

- (1) Represents the number of BSKyB ordinary shares issuable upon exchange of the BUCS. In addition to the shares issuable upon exchange, News Corporation may elect to deliver BSKyB ordinary shares upon redemption of the BUCS and, in the case of redemption at the option of the holder, may elect to deliver News Corporation preferred ordinary shares. The number of BSKyB ordinary shares or News Corporation preferred ordinary shares issuable upon redemption cannot be determined at this time and will be based upon the average daily volume weighted average price of the BSKyB ordinary shares or the News Corporation preferred ordinary shares during the relevant measurement period preceding the redemption date.

- (2) Assumes for this purpose that such other holders of BUCS, or any future transferees, pledgees, donees or successors of or from such other holders of BUCS, do not beneficially own any BSKyB ordinary shares other than the BSKyB ordinary shares constituting the initial reference shares issuable upon exchange of the BUCS.

To the knowledge of News America and News Corporation, and based on certain representations made by the selling security holders, none of the selling security holders has held any position or office or had any other material relationship within the past three years with News America, the trust, News Corporation, BSKyB or any subsidiary guarantor, or any of their respective predecessors or affiliates.

Investing in the BUCS or the BSKyB Ordinary Shares issuable upon exchange of the BUCS involves risks. See the Risk Factors section beginning on page 7 of the prospectus to read about factors you should consider before purchasing the BUCS.

**Neither the Securities and Exchange Commission, nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is October 4, 2004.