

Halpin Kevin
Form 4
August 17, 2018

FORM 4

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Halpin Kevin

(Last) (First) (Middle)

C/O NEWS CORPORATION, 1211
AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NEWS CORP [NWS]

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

08/15/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Deputy Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/15/2018		M	20,142 A	30,142	D	
Class A Common Stock	08/15/2018		F	7,605 (2) D	\$ 13.69	22,537	D
Class A Common Stock	08/15/2018		M	12,174 A	34,711	D	
Class A Common	08/15/2018		F	5,962 (2) D	\$ 13.69	28,749	D

Stock

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock-Settled Performance Stock Units	(3)	08/15/2018		M	20,142	08/15/2018 08/15/2018	Class A Common Stock 20,
Stock-Settled Performance Stock Units	(3)	08/15/2018		M	12,174	08/15/2018 08/15/2018	Class A Common Stock 12,

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Halpin Kevin C/O NEWS CORPORATION 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036	Deputy Chief Financial Officer

Signatures

/s/ Kenneth C. Mertz as Attorney-in-Fact for Kevin Halpin 08/17/2018

__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)

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The stock-settled performance stock units were deemed to have settled for an equivalent number of shares of News Corporation's Class A Common Stock.

- (2) Represents shares withheld upon vesting of stock-settled performance stock units to satisfy tax withholding obligation.
- (3) Each stock-settled performance stock unit is the economic equivalent of one share of News Corporation's Class A Common Stock.

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

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