

SHUMAN STANLEY S
Form 4
November 12, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SHUMAN STANLEY S

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)
11/12/2004

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

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 Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 11/12/2004 | | A | 320,515 | A <u>(1)</u> 320,515 | D | |
| Class B Common Stock | 11/12/2004 | | A | 60,996 | A <u>(2)</u> 60,996 | D | |
| TNCL Preferred Limited Voting Ordinary | 06/25/2004 | | M | 8,000 | A \$ 0 4.19 <u>(3)</u> | D | |

Edgar Filing: SHUMAN STANLEY S - Form 4

| | | | | | | | |
|---|------------|---|-------|-----------------|----------------------|---|---|
| Shares | | | | | | | |
| TNCL Preferred Limited Voting Ordinary Shares | 06/25/2004 | S | 8,000 | <u>D</u> (4) | \$ 8.80 | | D |
| TNCL Ordinary Shares | 06/25/2004 | M | 4,000 | A | \$ <u>3.7</u> (5) | 0 | D |
| TNCL Ordinary Shares | 06/25/2004 | S | 4,000 | <u>D</u> (4) | \$ 8.16 | 0 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 4.19 <u>(6)</u> | 06/25/2004 | | M | 8,000 <u>(7)</u> | <u>(8)</u> 10/18/2004 | Preferred Shares 8,000 <u>(7)</u> |
| Stock Option (right to buy) | \$ 3.7 <u>(9)</u> | 06/25/2004 | | M | 4,000 <u>(7)</u> | <u>(8)</u> 10/18/2004 | Ordinary Shares 4,000 <u>(7)</u> |
| Stock Option (right to buy) | \$ 12.66 <u>(10)</u> | 10/10/1995 | | A | 6,000 <u>(11)</u> | <u>(8)</u> 10/10/2004 | Class A Common Stock 6,000 <u>(11)</u> |
| | | 10/15/1996 | | A | | <u>(8)</u> 10/15/2006 | |

Edgar Filing: SHUMAN STANLEY S - Form 4

| | | | | | | | | | |
|-----------------------------|-------------------------|------------|---|----------------------|-------------|-------------|--|----------------------|----------------------|
| Stock Option (right to buy) | \$ 11.64 <u>(12)</u> | | | 6,000 <u>(11)</u> | | | | Class A Common Stock | 6,000 <u>(11)</u> |
| Stock Option (right to buy) | \$ 12.18 <u>(13)</u> | 10/07/1997 | A | 6,000 <u>(11)</u> | <u>(8)</u> | 10/07/2006 | | Class A Common Stock | 6,000 <u>(11)</u> |
| Stock Option (right to buy) | \$ 15.96 <u>(14)</u> | 10/13/1998 | A | 6,000 <u>(11)</u> | <u>(8)</u> | 10/13/1998 | | Class A Common Stock | 6,000 <u>(11)</u> |
| Stock Option (right to buy) | \$ 21.1 <u>(15)</u> | 11/03/1999 | A | 6,000 <u>(11)</u> | <u>(8)</u> | 11/03/2009 | | Class A Common Stock | 6,000 <u>(11)</u> |
| Stock Option (right to buy) | \$ 35.66 <u>(16)</u> | 10/18/2000 | A | 6,000 <u>(11)</u> | <u>(8)</u> | 10/18/2010 | | Class A Common Stock | 6,000 <u>(11)</u> |
| Stock Option (right to buy) | \$ 22.54 <u>(17)</u> | 10/11/2001 | A | 6,000 <u>(11)</u> | <u>(8)</u> | 10/11/2011 | | Class A Common Stock | 6,000 <u>(11)</u> |
| Stock Option (right to buy) | \$ 15.46 <u>(18)</u> | 10/09/2002 | A | 6,000 <u>(11)</u> | <u>(8)</u> | 10/19/2012 | | Class A Common Stock | 6,000 <u>(11)</u> |
| Deferred Stock Units | <u>(19)</u> | 04/01/2004 | A | 2,462 <u>(20)</u> | <u>(21)</u> | <u>(21)</u> | | Class A Common Stock | 2,462 <u>(20)</u> |
| Deferred Stock Units | <u>(19)</u> | 07/01/2004 | A | 606 <u>(20)</u> | <u>(21)</u> | <u>(21)</u> | | Class A Common Stock | 606 <u>(20)</u> |
| Deferred Stock Units | <u>(19)</u> | 10/01/2004 | A | 636 <u>(20)</u> | <u>(21)</u> | <u>(21)</u> | | Class A Common Stock | 636 <u>(20)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SHUMAN STANLEY S C/O NEWS AMERICA INCORPORATED | X | | | |

1211 AVENUE OF THE AMERICAS
NEW YORK, NY 10036

Signatures

/s/ Laura O'Leary, Attorney-in-Fact for Stanley S.
Shuman

11/12/2004

__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) Received in exchange for 641,031 shares of The News Corporation Limited ("TNCL") Preferred Limited Voting Ordinary Shares ("Preferred Shares") in connection with the reorganization of TNCL to the United States (the "Reorganization")
 - (2) Received in exchange for 121,993 shares of TNCL Ordinary Shares in connection with the Reorganization.
 - (3) Reported in Australian dollars. The exercise price was US\$2.93.
 - (4) ADSs representing the shares were sold. Each ADS represented 4 underlying shares of TNCL Preferred Limited Voting Ordinary Shares or Ordinary Shares, as applicable.
 - (5) Reported in Australian dollars. The exercise price was US\$2.59.
 - (6) Reported in Australian dollars. The exercise price was US\$2.93.
Reported in Australian dollars. Share numbers reported are actual number of TNCL Preferred Shares and Ordinary Shares, as applicable.
 - (7) On 11/12/2004, the effective date of the Reorganization, each outstanding share of TNCL was cancelled and Class A Common Stock and Class B Common Stock for half the number of TNCL Preferred Shares and Ordinary Shares was issued in exchange therefore.
 - (8) The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
 - (9) The exercise price was US\$2.59.
 - (10) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.61 after giving effect to the one for two exchange ratio.
Received in exchange for options held over TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each outstanding option over TNCL Preferred Shares was cancelled and an option over Class A Common Stock for half the number of underlying TNCL Preferred Shares was issued in exchange therefore.
 - (12) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.22 after giving effect to the one for two exchange ratio.
 - (13) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.81 after giving effect to the one for two exchange ratio.
 - (14) Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.94 after giving effect to the one for two exchange ratio.
 - (15) Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.60 after giving effect to the one for two exchange ratio.
 - (16) Reported in Australian dollars. On the grant date, the exercise price would have been US\$18.55 after giving effect to the one for two exchange ratio.
 - (17) Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.22 after giving effect to the one for two exchange ratio.
 - (18) Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.45 after giving effect to the one for two exchange ratio.
 - (19) Each deferred stock unit represents the equivalent of one share of Class A Common Stock.
Received in exchange for deferred stock units of TNCL Preferred Shares in connection with the Reorganization. On 11/12/2004, the effective date of the Reorganization, each deferred stock unit of TNCL Preferred Shares was cancelled and deferred stock units of Class A Common Stock for half the number of deferred stock units of TNCL Preferred Shares were issued in exchange therefore.
 - (20)

Edgar Filing: SHUMAN STANLEY S - Form 4

(21) The deferred stock units become payable in cash upon the fifth anniversary of the grant date.

(22) Represents the price of the deferred stock units after giving effect to the one for two exchange ratio.

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.