

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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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).

1. Name and Address of Reporting Person* <b>CHERNIN PETER</b>  (Last) (First) (Middle) <b>C/O NEWS AMERICA INCORPORATED</b> <b>1211 AVENUE OF THE AMERICAS</b>  (Street) <b>NEW YORK NY 10036</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>NEWS CORP [ NWS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>President and COO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/12/2004</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	11/12/2004		A		1,400	A	(1)	1,400	I	By Peter and Megan Chernin Revocable Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Stock Option (right to buy)	\$10.34 <sup>(2)</sup>	07/25/1996		A		62,500 <sup>(3)</sup>	(4)	07/25/2006	Class A Common Stock	62,500 <sup>(3)</sup>	(3)	62,500 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$11.66 <sup>(5)</sup>	10/28/1996		A		750,000 <sup>(3)</sup>	(4)	10/28/2006	Class A Common Stock	750,000 <sup>(3)</sup>	(3)	750,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$9.58 <sup>(6)</sup>	08/19/1997		A		125,000 <sup>(3)</sup>	(4)	08/19/2007	Class A Common Stock	125,000 <sup>(3)</sup>	(3)	125,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$18.7 <sup>(7)</sup>	09/07/1998		A		400,000 <sup>(3)</sup>	(4)	09/07/2008	Class A Common Stock	400,000 <sup>(3)</sup>	(3)	400,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$20.92 <sup>(8)</sup>	09/06/1999		A		300,000 <sup>(3)</sup>	(4)	09/06/2009	Class A Common Stock	300,000 <sup>(3)</sup>	(3)	300,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$22 <sup>(9)</sup>	11/15/1999		A		3,000,000 <sup>(3)</sup>	(4)	11/15/2009	Class A Common Stock	3,000,000 <sup>(3)</sup>	(3)	3,000,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$35.5 <sup>(10)</sup>	05/01/2000		A		3,000,000 <sup>(3)</sup>	(4)	05/01/2010	Class A Common Stock	3,000,000 <sup>(3)</sup>	(3)	3,000,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$36.3 <sup>(11)</sup>	08/01/2000		A		500,000 <sup>(3)</sup>	(4)	08/01/2010	Class A Common Stock	500,000 <sup>(3)</sup>	(3)	500,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$28.06 <sup>(12)</sup>	08/30/2001		A		500,000 <sup>(3)</sup>	(4)	08/30/2011	Class A Common Stock	500,000 <sup>(3)</sup>	(3)	500,000 <sup>(3)</sup>	D	
Stock Option (right to buy)	\$16.04 <sup>(13)</sup>	08/13/2002		A		500,000 <sup>(3)</sup>	(4)	08/13/2012	Class A Common Stock	500,000 <sup>(3)</sup>	(3)	500,000 <sup>(3)</sup>	D	
Stock Appreciation Right	\$19.78 <sup>(14)</sup>	08/11/2003		A		500,000 <sup>(15)</sup>	(16)	08/11/2013	Class A Common Stock	500,000 <sup>(15)</sup>	\$0	500,000 <sup>(15)</sup>	D	

## Explanation of Responses:

- Received in exchange for 2800 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").
- Reported in Australian dollars. On the grant date, the exercise price would have been US\$8.18 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.
- The options provide for vesting as to 25% on each anniversary date after the date of the original grant date.
- Reported in Australian dollars. On the grant date, the exercise price would have been US\$9.24 after giving effect to the one for two exchange ratio.
- Reported in Australian dollars. On the grant date, the exercise price would have been US\$7.06 after giving effect to the one for two exchange ratio.

7. Reported in Australian dollars. On the grant date, the exercise price would have been US\$11.07 after giving effect to the one for two exchange ratio.
8. Reported in Australian dollars. On the grant date, the exercise price would have been US\$13.47 after giving effect to the one for two exchange ratio.
9. Reported in Australian dollars. On the grant date, the exercise price would have been US\$14.23 after giving effect to the one for two exchange ratio.
10. Reported in Australian dollars. On the grant date, the exercise price would have been US\$20.62 after giving effect to the one for two exchange ratio.
11. Reported in Australian dollars. On the grant date, the exercise price would have been US\$21.08 after giving effect to the one for two exchange ratio.
12. Reported in Australian dollars. On the grant date, the exercise price would have been US\$15.15 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\$8.66 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\$12.94 after giving effect to the one for two exchange ratio.
15. On 11/12/2004, the effective date of the Reorganization, each outstanding stock appreciation right for TNCL Preferred Shares was cancelled and a stock appreciation right for Class A Common Stock for half the number of the shares was issued in exchange therefore.
16. The stock appreciation right provide for vesting as to 25% on each anniversary date after the date of the original grant.

/s/ Laura O' Leary, Attorney-in-  
Fact for Peter Chernin      11/12/2004

\*\* Signature of Reporting Person      Date

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

\* 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).

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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