TWENTY-FIRST CENTURY FOX, INC.
Form 4
July 02, 2013

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHUMAN STANLEY S

(Last) (First) (Middle)

C/O TWENTY-FIRST CENTURY FOX, INC., 1211 AVENUE OF THE AMERICAS

(Street)

NEW YORK, NY 10036

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TWENTY-FIRST CENTURY FOX, INC. [FOX]

3. Date of Earliest Transaction (Month/Day/Year)
06/28/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Director Emeritus

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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	06/28/2013		M		2,201	A	(1)	2,201	D	
Class A Common Stock	06/28/2013		D		2,201	D	$ 32.58	0	D	
Class A Common Stock	06/28/2013		M		1,809	A	(1)	1,809	D	

Class A Common Stock	06/28/2013	D	1,809	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,937	A	(1)	1,937	D
Class A Common Stock	06/28/2013	D	1,937	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	2,331	A	(1)	2,331	D
Class A Common Stock	06/28/2013	D	2,331	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,907	A	(1)	1,907	D
Class A Common Stock	06/28/2013	D	1,907	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,757	A	(1)	1,757	D
Class A Common Stock	06/28/2013	D	1,757	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,531	A	(1)	1,531	D
Class A Common Stock	06/28/2013	D	1,531	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,425	A	(1)	1,425	D
Class A Common Stock	06/28/2013	D	1,425	D	$ 32.58	0	D
Class A Common Stock	06/28/2013	M	1,315	A	(1)	1,315	D
Class A Common	06/28/2013	D	1,315	D	$ 32.58	0	D

Stock								
Class A Common Stock	06/28/2013		M	1,153	A	(1)	1,153	D
Class A Common Stock	06/28/2013		D	1,153	D	$ 32.58	0	D

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

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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)		8. Pric Deriva Securi (Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(2)	06/28/2013		M			2,201	(3)	(3)	Class A Common Stock	2,201	(1
Deferred Stock Units	(2)	06/28/2013		M			1,809	(3)	(3)	Class A Common Stock	1,809	(1
Deferred Stock Units	(2)	06/28/2013		M			1,937	(3)	(3)	Class A Common Stock	1,937	(1
Deferred Stock Units	(2)	06/28/2013		M			2,331	(3)	(3)	Class A Common Stock	2,331	(1
Deferred Stock Units	(2)	06/28/2013		M			1,907	(3)	(3)	Class A Common Stock	1,907	(1
Deferred Stock	(2)	06/28/2013		M			1,757	(3)	(3)	Class A Common	1,757	(1

Units							Stock		
Deferred Stock Units	(2)	06/28/2013	M	1,531	(3)	(3)	Class A Common Stock	1,531	(1
Deferred Stock Units	(2)	06/28/2013	M	1,425	(3)	(3)	Class A Common Stock	1,425	(1
Deferred Stock Units	(2)	06/28/2013	M	1,315	(3)	(3)	Class A Common Stock	1,315	(1
Deferred Stock Units	(2)	06/28/2013	M	1,153	(3)	(3)	Class A Common Stock	1,153	(1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHUMAN STANLEY S C/O TWENTY-FIRST CENTURY FOX, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036				Director Emeritus

Signatures

/s/Laura Cleveland, Attorney-in-Fact for Stanley S. Shuman	07/02/2013
**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) 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. After the transaction on June 28, 2013, the Issuer changed its name from "News Corporation" to "Twenty-First Century Fox, Inc."

(2) Each deferred stock unit represents the equivalent of one share of News Corporation's Class A Common Stock. After the transaction on June 28, 2013, the Issuer changed its name from "News Corporation" to "Twenty-First Century Fox, Inc."

(3) The deferred stock units become payable in cash upon the earlier of (1) the fifth anniversary of the grant date or (2) the date of the director's end of service on the Board of Directors. Effective as of June 28, 2013, Mr. Shuman no longer holds the role of Director Emeritus.

Remarks:

This is part two of a two part Form 4.

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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