

 News Corporation
1211 Avenue of the Americas
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**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held on October 15, 2010**

Dear Stockholder:

The Annual Meeting of Stockholders (the “Annual Meeting”) of News Corporation (the “Company”) will be held on October 15, 2010 at 10:00 a.m. (Eastern Time) at the Hudson Theatre, 145 W. 44th Street, New York, New York 10036.

At the Annual Meeting, stockholders will be asked to:

- elect the 15 Directors identified in this proxy statement to the Board of Directors;
- ratify the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2011;
- reapprove the material terms under the News Corporation 2005 Long-Term Incentive Plan for payment of performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended;
- consider a stockholder proposal concerning the establishment of a human rights committee;
- consider a stockholder proposal concerning shareholder say on executive pay; and
- consider any other business properly brought before the Annual Meeting and any adjournment thereof.

The foregoing items of business are more fully described in the proxy statement accompanying this Notice. **While all of the Company’s stockholders and all holders of CHESSE Depository Interests exchangeable for shares of the Company’s common stock are invited to attend the Annual Meeting, only stockholders of record of the Company’s Class B Common Stock at the close of business on August 16, 2010 are entitled to notice of, and to vote at, the Annual Meeting and any adjournment thereof. Holders of the Company’s Class A Common Stock are not entitled to vote on the matters to be presented at the Annual Meeting or any adjournment thereof.**

It is important that your shares of the Company’s Class B Common Stock be represented and voted at the Annual Meeting. If you are a holder of shares of Class B Common Stock, you may vote those shares by telephone or the Internet by following the instructions on the Notice of Internet Availability of Proxy Materials or in the 2010 Proxy Statement, or if you requested a paper proxy card, you may submit your vote by mail if you prefer. If you attend the Annual Meeting, you may vote your shares in person. Please review the instructions on the proxy card or the information forwarded by your broker, bank or other nominee regarding the voting instructions. You may vote your shares of Class B Common Stock in person even if you previously submitted a proxy. Please note, however, that if your shares of Class B Common Stock are held of record by a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a proxy issued in your name from such broker, bank or other nominee. **Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares of Class B Common Stock by voting your shares by telephone or the Internet or, if you requested a paper proxy card, by completing and returning the proxy card as promptly as possible, prior to the Annual Meeting to ensure that your shares will be represented at the Annual Meeting if you are unable to attend.**

If you are planning to attend the Annual Meeting in person, you will be asked to register before entering the Annual Meeting. **All attendees will be required to present government-issued photo identification** (e.g., driver’s license or passport) to enter the Annual Meeting. If you are a stockholder of record, your ownership of

the Company's common stock will be verified against the list of stockholders of record as of August 16, 2010 prior to being admitted to the Annual Meeting or you must present a properly executed proxy card. **If you are not a stockholder of record and hold your shares of common stock in "street name," i.e., your shares of common stock are held in a brokerage account or by a bank or other nominee, you must also provide proof of beneficial ownership as of August 16, 2010, such as an account statement or letter from your broker, bank or nominee indicating that you were the beneficial owner of the shares on August 16, 2010, and a copy of the voting instruction card provided by your broker, bank or nominee, or similar evidence of ownership.**

Prior to entering the Annual Meeting, all bags will be subject to search and all persons may be subject to a metal detector and/or hand wand search. Cameras, recording devices and other electronic devices will not be permitted at the Annual Meeting. The security procedures may require additional time, so please plan accordingly. **If you do not provide government-issued photo identification or do not comply with the other registration and security procedures described above, you will not be admitted to the Annual Meeting.**

The Annual Meeting will be audiocast live on the Internet at www.newscorp.com.

In accordance with the rules of the Securities and Exchange Commission, instead of mailing a printed copy of the Company's proxy statement, annual report and other materials (the "proxy materials") relating to the Annual Meeting to stockholders, the Company may furnish proxy materials to stockholders on the Internet by mailing a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") to inform stockholders when the materials are available on the Internet. If you receive the Notice of Internet Availability by mail, you will not receive a printed copy of the proxy materials unless you specifically request one. Instead, the Notice of Internet Availability will instruct you on how you may access and review all of the Company's proxy materials and the Company's annual report, as well as how to submit your proxy, over the Internet. If you receive a Notice of Internet Availability and would still like to receive a printed copy of the Company's proxy materials, including a proxy card or voting instruction card, you should follow the instructions for requesting these materials included in the Notice of Internet Availability.

If you would like to register to receive materials relating to next year's annual meeting of stockholders electronically instead of by mail, please go to www.newscorp.com/investor/ElectronicDelivery.html and follow the instructions to enroll. We highly recommend that you consider electronic delivery of these documents as it helps lower the Company's costs and reduce the amount of paper mailed to your home.



Laura A. Cleveland
Corporate Secretary
New York, New York
August 30, 2010

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PROPOSAL NO. 4

STOCKHOLDER PROPOSAL CONCERNING THE ESTABLISHMENT OF A HUMAN RIGHTS COMMITTEE

Mr. Jing Zhao, 160 Maidenhair Ct., San Ramon, CA 94582, who is the owner of 260 shares of Class B Common Stock, has given notice that he intends to present for action at the Annual Meeting the resolution set forth below. In accordance with the applicable proxy regulations, the proposal and supporting statements, for which the Company accepts no responsibility, is set forth below:

Whereas, mindful of the misuse of media and information by the Chinese government to monitor media, to restrict and manipulate information, and to arrest and severely punish Chinese people for expressing and exercising their free speech and free association rights (for example, I was born in Beijing and graduated from Tsinghua University; I was deprived of Chinese citizenship in 1996 without any document because I refused to publish a “self-criticism” at People’s Daily),

Whereas, recognizing the responsibilities and obligations that these major abuses of human rights place on News Corporation doing business in China in ways that could contribute to these abuses, and,

Whereas, taking into account the fact that U.S. laws prohibit the involvement and support of U.S. companies in major human rights abuses taking place in foreign nations (specifically in China),

Therefore, be it resolved that the following proposal be adopted by News Corporation: News Corporation will establish a Human Rights Committee with the responsibility to review and approve all policies and actions taken by the Company that might affect human rights observance in countries where it does business, or where its products and technologies are being used. This Committee will include high-level officials of News Corporation and respected outside human rights experts who are in a position to help News Corporation understand the human rights impacts of their activities abroad (especially in China), and frame approaches that will assure that News Corporation does not contribute to human rights abuses by foreign governments.

The Board’s Statement in Opposition to Proposal No. 4

The Board recommends that stockholders vote against this Proposal No. 4 as it has determined that the establishment of a committee with the sole focus of human rights is not warranted and is not in the best interests of the Company or its stockholders.

The Company and the Board have deep respect and appreciation for the importance of human rights issues and take the Company’s responsibilities as a good corporate citizen seriously, as the promotion of creativity, free expression and access to information are at the core of the Company’s business. As a diversified global media company, News Corporation devotes significant resources to the creation and distribution of compelling content, aiming to make it available to everyone. The Company has been a leader in bringing content to underserved or ignored regions and populations around the globe, and is proud that its news outlets frequently report on regions under authoritarian regimes and cover a broad range of human rights topics.

The Company does not believe that a separate committee focused on human rights is necessary to further enhance the Company’s commitment to human rights and freedom of expression issues. The geographic scope and diversity of the Company’s businesses are extensive. Our business leaders, with their knowledge of the Company’s business operations and the legislative and regulatory landscape of the countries in which they operate, are in the best position to assess and make informed judgments as to the practices and policies that are most likely to ensure that we act consistently with our responsibilities as a good corporate citizen. The Company and the Board believe it is essential to embed corporate ethics and human rights values in its management and employees on an ongoing basis, and those values then inform the business judgments that are made on a day-to-day basis.

For these reasons, the Board recommends a vote “AGAINST” this Proposal 4.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “AGAINST” THIS STOCKHOLDER PROPOSAL CONCERNING THE ESTABLISHMENT OF A HUMAN RIGHTS COMMITTEE.