

TWENTY-FIRST CENTURY FOX, INC.

Form 4

August 19, 2013

FORM 4

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

OMB APPROVAL

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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 *
CAREY CHASE

(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)
08/15/2013

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) Other (specify below)
Dep. Chairman, President, COO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 or Price | | |
| Class A Common Stock | 08/15/2013 | | M | | 85,892 | A | 171,412 |
| Class A Common Stock | 08/15/2013 | | F | | \$ 42,387 | D | 32.27 |
| Class A Common Stock | 08/15/2013 | | D | | \$ 43,505 | D | 32.27 |

| | | | | | | | |
|----------------------------|------------|---|---------|---|-------------|-----------|---|
| Class A Common Stock | 08/15/2013 | M | 921,854 | A | (2) | 1,007,374 | D |
| Class A Common Stock | 08/15/2013 | F | 454,934 | D | \$ 32.27 | 552,440 | D |
| Class A Common Stock | 08/15/2013 | D | 466,920 | D | \$ 32.27 | 85,520 | D |

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Cash-settled restricted share units | (3) | 08/15/2013 | | M | 85,892 (4) | 08/15/2013 08/15/2013 | Class A Common Stock 85 |
| Cash-settled performance shares units | (3) | 08/15/2013 | | M | 921,854 (5) | 08/15/2013 08/15/2015 | Class A Common Stock 921 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAREY CHASE C/O TWENTY-FIRST CENTURY FOX, INC. 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | X | | Dep. Chairman, President, COO | |

Signatures

/s/ Laura A. Cleveland as Attorney-in-Fact for Chase
Carey

08/19/2013

__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 cash-settled restricted share units were deemed to have settled for an equivalent number of shares of the Twenty-First Century Fox, Inc.'s Class A Common Stock.
- (2) The cash-settled performance share units were deemed to have settled for an equivalent number of shares of the Twenty-First Century Fox, Inc.'s Class A Common Stock.
- (3) 1 - for - 1

- (4) The number of restricted share units reported herein was adjusted in connection with the separation (the "Separation") of News Corporation from Twenty-First Century Fox, Inc. on June 28, 2013. The adjustment was based on the ratio of the pre-Separation closing price on June 28, 2013 of Twenty-First Century Fox, Inc.'s Class A common stock and the volume-weighted average price of Twenty-First Century Fox, Inc. Class A common stock on July 1, 2013 (the "Conversion Ratio").
- (5) The number of performance share units reported herein reflects the adjustment in connection with the Separation based on the Conversion Ratio as well as Twenty-First Century Fox, Inc.'s achievement of pre-determined performance measures over the three-year performance period.

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.