



# Form 8-K

NEWS CORP - NWS

Filed: June 26, 2006 (period: June 20, 2006)

Report of unscheduled material events or corporate changes.

Information to be included in the report

**Item 1.01. Entry into a Material Definitive Agreement**

On June 20, 2006, the Board of Directors (the "Board") of News Corporation (the "Company"), based on a recommendation made by the Compensation Committee, approved an increase in compensation payable to non-executive directors (the "Non-Executive Directors") serving on the Board.

The Board authorized an increase in the portion of the annual retainer invested in Class A common stock of the Company through a deferred stock unit account from \$85,000 to \$100,000. The deferred stock units will continue to be paid to the Non-Executive Directors in cash on the fifth anniversary date of when it was credited to the Non-Executive Directors' account, unless such director leaves the Board before such date. As a result of this change, the annual retainer paid to Non-Executive Directors will increase from \$170,000 per year to \$185,000 per year. Other fees paid for service on a committee of the Board remain unchanged. The increase will become effective on July 1, 2006.

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On June 20, 2006, the Board, based on the recommendation of the Nominating and Corporate Governance Committee, appointed Jose Maria Aznar, former President of Spain, to serve as a director on the Board.

Since September 1, 2004, Famaztella S.L. ("Famaztella"), a private consulting firm affiliated with Mr. Aznar, provided advisory services to the Company related to its global corporate strategy and received 10,000 Euros per month for its services. The consultancy agreement between Famaztella and the Company was terminated immediately preceding Mr. Aznar's appointment to the Board.

There is no arrangement or understanding between Mr. Aznar and any other persons pursuant to which he was selected as a director of the Company. Mr. Aznar has not been appointed to any committee of the Board.

The press release announcing the appointment of Mr. Aznar to the Board, a copy of which is attached hereto as Exhibit 99.1, is hereby incorporated by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit Number	Description
10.1	Non-Executive Director Compensation Summary Sheet.
99.1	Press release of News Corporation, dated June 21, 2006.

**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

News Corporation

Date: June 26, 2006

By: /s/ Lawrence A. Jacobs

Lawrence A. Jacobs  
Senior Executive Vice President and Group General Counsel

Summary Sheet

Compensation For Non-Executive Directors of News Corporation

(Effective as of July 1, 2006)

Summary of compensation amounts

Cash (annual amount in US\$)

1. Cash Retainer - \$85,000
2. Committee Member Retainer  
Audit - \$15,000  
Compensation - \$10,000  
Nominating/Corporate Governance \$10,000
3. Committee Chair Retainer:  
Audit - \$25,000  
Compensation - \$15,000  
Nominating/Corporate Governance - \$15,000
4. Deferred Stock Retainer - \$100,000 value

The annual retainer paid to non-executive directors is partly paid in cash and partly paid in deferred stock units for a total amount of \$185,000 per year.

Cash

- Committee members of the Board will receive a further retainer. The chairman of a committee will receive an additional retainer.
- There is no "per meeting attended" compensation.
- Non-executive directors who join or leave the board will receive a partial payment of the cash portion of the retainer.

Deferred Stock Units

- Non-executive directors are credited with the number of shares of News Corporation Class A Common Stock equal to \$100,000 per year.
- The value of the shares will be paid to non-executive directors in cash on the fifth anniversary date of when it was credited to the directors' account, unless such director leaves the board before such date.
- Upon a non-executive director's end of service on the Board, such director will be paid the value of the shares credited to his or her account at the market value of such shares as of the date of the director's end of service.