

GEMSTAR TV GUIDE INTERNATIONAL INC
 Form 4
 May 06, 2008

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 *
 NEWS CORP

2. Issuer Name and Ticker or Trading Symbol
 GEMSTAR TV GUIDE INTERNATIONAL INC [GMST]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1211 AVENUE OF THE AMERICAS
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/02/2008

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10036

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 05/02/2008 | | D | | 174,931,474 | D | 0 | I | See Footnote (2) |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NEWS CORP 1211 AVENUE OF THE AMERICAS NEW YORK, NY 10036 | | X | | |
| FTS, Inc. 1211 AVENUE OF THE AMERICAS, 21ST FLOOR NEW YORK, NY 10036 | | X | | |

Signatures

/s/ Lawrence A. Jacobs, Senior EVP- Group General Counsel, News Corporation 05/06/2008

**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) Disposed of pursuant to the Agreement and Plan of Mergers, dated as of December 6, 2007 (the "Merger Agreement"), by and among the issuer, Macrovision Corporation, Saturn Holding Corp, Galaxy Merger Sub, Inc., and Mars Merger Sub Inc in exchange for a cash payment of approximately \$637 million, which represents the market value of \$6.35 per share for 100,239,620 of the shares on the effective date of the merger and 19,031,484 shares of Macrovision Solutions Corporation ("Macrovision Solutions") common stock, which represents a value of 0.2548 of a share of Macrovision Solutions common stock for 74,691,854 shares of the issuer's common stock, excluding fractional shares. On the date of the merger, each share of Macrovision Solutions common stock had a market value of \$16.32 per share.
- (2) The shares of common stock of the issuer that are subject to this Statement had been held as follows (i) Fox Television Stations, Inc. ("FTS") was the record and beneficial owner of the 174,931,474 shares of common stock of the issuer and (ii) News Corporation also was a beneficial owner of such shares by virtue of News Corporation's owning 100% of the shares of FTS.

Remarks:

Pursuant to Instruction 4(b)(v), this Form 4 is filed jointly by News Corporation and Fox Television Stations, Inc. (collectively "News Corporation"). 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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