

Kato Nancy  
Form 4  
March 08, 2010

**FORM 4**

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

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).

**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 \*  
Kato Nancy

(Last) (First) (Middle)  
2160 GOLD STREET, P.O. BOX  
2160  
(Street)

ALVISO, CA 95002-2160

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TIVO INC [TIVO]

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2010

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)  
S VP HR

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	(A) or (D)	Price	
Common Stock	03/04/2010		M		2,239	A	\$ 4.11 79,735	D
Common Stock	03/04/2010		S <sup>(1)</sup>		2,239	D	\$ 16 77,496	D
Common Stock	03/04/2010		M		25,118	A	\$ 6.71 102,614	D
Common Stock	03/04/2010		S <sup>(1)</sup>		25,118	D	\$ 16 77,496	D
Common Stock	03/04/2010		M		68,750	A	\$ 6.18 146,246	D

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Common Stock	03/04/2010	S <sup>(1)</sup>	68,750	D	\$ 16	77,496	D
Common Stock	03/04/2010	M	11,250	A	\$ 6.71	88,746	D
Common Stock	03/04/2010	S <sup>(1)</sup>	11,250	D	\$ 16	77,496	D
Common Stock	03/05/2010	M	43,750	A	\$ 8.94	121,246	D
Common Stock	03/05/2010	S <sup>(1)</sup>	43,750	D	\$ 17.46	77,496	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.71	03/04/2010		M <sup>(1)</sup>	11,250	03/20/2007	03/20/2016	Common Stock	11,250
Non-Qualified Stock Option (right to buy)	\$ 4.11	03/04/2010		M <sup>(1)</sup>	2,239	01/19/2006	01/18/2015	Common Stock	2,239
Non-Qualified Stock Option (right to buy)	\$ 6.18	03/04/2010		M <sup>(1)</sup>	68,750	04/21/2007	03/21/2017	Common Stock	68,750
Non-Qualified Stock Option (right to buy)	\$ 6.71	03/04/2010		M <sup>(1)</sup>	25,118	03/20/2007	03/20/2016	Common Stock	25,118
Non-Qualified Stock Option (right to buy)	\$ 8.94	03/05/2010		M <sup>(1)</sup>	43,750	04/26/2008	03/26/2018	Common Stock	43,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kato Nancy 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160			S VP HR	

## Signatures

By: Attorney-in-Fact Sheryl Andersen For: Nancy Ann

Kato

03/08/2010

\_\_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) This was an automatic disposition of shares pursuant to a 10b5-1 plan, as defined under the Securities Exchange Act of 1934, as amended.

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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