

Klugman Jeffrey L  
Form 4  
April 21, 2011

**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 \*  
**Klugman Jeffrey L**

(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)  
**04/20/2011**

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)  
**SVP Products & Revenue**

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/20/2011		M		52 A \$ 6.06	173,545	D
Common Stock	04/20/2011		S <sup>(1)</sup>		52 D \$ 11.97	173,493	D
Common Stock	04/20/2011		M		862 A \$ 7.24	174,355	D
Common Stock	04/20/2011		S <sup>(1)</sup>		862 D \$ 11.97	173,493	D
Common Stock	04/20/2011		M		785 A \$ 6.18	174,278	D

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Common Stock	04/20/2011	S <sup>(1)</sup>	785	D	\$ 11.97	173,493	D
Common Stock	04/20/2011	M	4,014	A	\$ 6.18	177,507	D
Common Stock	04/20/2011	S <sup>(1)</sup>	4,014	D	\$ 11.97	173,493	D
Common Stock	04/20/2011	M	4,667	A	\$ 8.94	178,160	D
Common Stock	04/20/2011	S <sup>(1)</sup>	4,667	D	\$ 11.97	173,493	D
Common Stock	04/20/2011	M	750	A	\$ 7.49	174,243	D
Common Stock	04/20/2011	S <sup>(1)</sup>	750	D	\$ 11.97	173,493	D
Common Stock	04/20/2011	M	655	A	\$ 7.24	174,148	D
Common Stock	04/20/2011	S <sup>(1)</sup>	655	D	\$ 11.97	173,493	D

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

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**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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.06	04/20/2011		M <sup>(1)</sup>	52	05/22/2005 04/22/2015	Common Stock	5
Incentive Stock Option	\$ 6.18	04/20/2011		M <sup>(1)</sup>	785	04/21/2007 03/21/2017	Common Stock	785

(right to buy)									
Incentive Stock Option (right to buy)	\$ 7.24	04/20/2011	M <sup>(1)</sup>	862	04/29/2006	03/29/2016	Common Stock	86	
Non-Qualified Stock Option (right to buy)	\$ 6.18	04/20/2011	M <sup>(1)</sup>	4,014	04/21/2007	03/21/2017	Common Stock	4,0	
Non-Qualified Stock Option (right to buy)	\$ 7.24	04/20/2011	M <sup>(1)</sup>	655	04/29/2006	03/29/2016	Common Stock	65	
Non-Qualified Stock Option (right to buy)	\$ 7.49	04/20/2011	M <sup>(1)</sup>	750	08/01/2010	06/22/2017	Common Stock	75	
Non-Qualified Stock Option (right to buy)	\$ 8.94	04/20/2011	M <sup>(1)</sup>	4,667	04/26/2008	03/26/2018	Common Stock	4,6	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160			SVP Products & Revenue	

## Signatures

By: Attorney-in-Fact Sheryl Andersen For: Jeffrey L Klugman  
04/20/2011

\_\_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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