

TIVO INC
Form 4
March 31, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
ROBERTS MARK ANDREW

(Last) (First) (Middle)
TIVO INC, 2160 GOLD STREET
(Street)

ALVISO, CA 95002

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2006

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 of Consumer Prods & Ops

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 | | | |
| Common Stock ⁽¹⁾ | 03/29/2006 | | A | | 6,491 | A | \$ 0 27,016 | D |
| Common Stock | 03/30/2006 | | M | | 2,403 | A | \$ 5.46 29,419 | D |
| Common Stock | 03/30/2006 | | M | | 9,678 | A | \$ 6.3125 39,097 | D |
| Common Stock | 03/30/2006 | | M | | 2,813 | A | \$ 5.43 41,910 | D |
| Common Stock | 03/30/2006 | | S | | 14,894 | A | \$ 7.7071 27,016 | D |

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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)

| 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 |
| Stock Option (right to buy) ⁽³⁾ | \$ 7.24 | 03/29/2006 | | A | 104,000 | 04/29/2006 | 03/29/2006 | Common Stock | 104,000 |
| Stock Option (right to buy) | \$ 5.46 | 03/30/2006 ⁽⁴⁾ | | M | 2,403 | 02/23/2003 | 01/23/2013 | Common Stock | 2,403 |
| Stock Option (right to buy) | \$ 6.3125 | 03/30/2006 ⁽⁴⁾ | | M | 9,678 | 03/06/2001 | 02/06/2011 | Common Stock | 9,678 |
| Stock Option (right to buy) | \$ 5.43 | 03/30/2006 ⁽⁴⁾ | | M | 2,813 | 05/24/2003 | 04/24/2013 | Common Stock | 2,813 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROBERTS MARK ANDREW TIVO INC 2160 GOLD STREET ALVISO, CA 95002 | | | SVP of Consumer Prods & Ops | |

Signatures

Phyllis Mesec, Attorney in Fact for: Mark Roberts
03/31/2006

__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) Restricted shares vest 100% on first anniversary of grant, subject to the executive's continued employment or service with the Company on that date.
- (2) Average Sales Price, Actual Sales prices ranged from \$7.50 - \$8.00.
- (3) Stock options shall vest in forty-eight(48) equal monthly installments, subject to executive's continued employment or service with the Company.
- (4) This was an automatic disposition of shares pursuant to a 10b5-1 Plan, as defined under the securities and 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. 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.