

Klugman Jeffrey L
Form 4
May 04, 2009

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 *
Klugman Jeffrey L

(Last) (First) (Middle)
C/O TIVO, INC, 2160 GOLD STREET, PO BOX 2160
(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)
04/30/2009

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 & GM Service Provider Div

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	Price	
Common Stock	04/30/2009		M ⁽¹⁾		4,507	A \$ 6.18	129,510 D
Common Stock	04/30/2009		S		4,507	D \$ 7.72	125,003 D
Common Stock	04/30/2009		F ⁽²⁾		10,725	D \$ 7.5	114,278 D
Common Stock	05/01/2009		S ⁽¹⁾		19,275	D \$ 7.4387	95,003 D
						<u>(3)</u>	

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.18	04/30/2009		M ⁽¹⁾	4,507	04/21/2007 03/21/2017	Common Stock	4,507

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L C/O TIVO, INC 2160 GOLD STREET, PO BOX 2160 ALVISO, CA 95002			SVP & GM Service Provider Div	

Signatures

Phyllis Mesec, Attorney-in-Fact for: Jeffrey Klugman

 **Signature of Reporting Person
 05/04/2009
 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 by the Securities and Exchange Act of 1934, as amended.
- (2) These shares have been surrendered to the Company to pay taxes applicable to the vesting of restricted stock.
- (3) Average Sales Price - Actual sales prices ranged from \$7.39 - \$7.50. The reporting person will provide, upon request, full information regarding the number of shares sold at each separate price.

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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