

Klugman Jeffrey L
 Form 3
 February 10, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Klugman Jeffrey L | | (Month/Day/Year) | TIVO INC [tivo] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/08/2006 | | |
| C/O TIVO, INC,Â 2160 GOLD STREET, PO BOX 2160 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP & GM, Svc Provider Div | |
| ALVISO,Â CAÂ 95002 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 29,066 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------------|------------------|-----------------|--------------|----------------------------|--|----------------------------|---|
| Stock Option (right to buy) | Â (2) | 12/10/2011 | Common Stock | 94,844 \$ 4.48 | | D | Â |
| Stock Option (right to buy) | Â (3) | 05/28/2013 | Common Stock | 20,000 (8) \$ 7.93 | | D | Â |
| Stock Option (right to buy) | Â (4) | 05/03/2014 | Common Stock | 20,000 (9) \$ 7.18 | | D | Â |
| Stock Option (right to buy) | Â (5) | 01/14/2015 | Common Stock | 14,376 (10) \$ 4.44 | | D | Â |
| Stock Option (right to buy) | Â (6) | 03/02/2015 | Common Stock | 48,958 (11) \$ 4.14 | | D | Â |
| Stock Option (right to buy) | Â (7) | 04/22/2015 | Common Stock | 25,000 (12) \$ 6.06 | | D | Â |

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 | Â | Â | Â SVP & GM, Svc Provider Div | Â |

Signatures

Phyllis Mesec, Attorney-in-Fact for: Jeffrey Klugman 02/10/2006

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Included in these shares are 25,000 shares of unvested restricted stock. These 25,000 shares will become fully vested on 10/6/2006.
- (2) As of 2/8/2006, these shares are fully vested.
- (3) These shares were granted on 5/28/2003 and vest 1/48 per month for 48 months.
- (4) These shares were granted on 5/3/2004 and vest 1/48 per month for 48 months.
- (5) These shares were granted on 1/14/2005 and vest 1/24 per month for 24 months.
- (6) These shares were granted on 3/2/2005 and vest 1/48 per month for 48 months.
- (7) These shares were granted on 4/22/2005 and vest 1/48 per month for 48 months.
- (8) These shares consist of 13,332 shares that are vested and exercisable and 6,668 shares that have not yet been vested.
- (9) These shares consist of 8,749 shares that are vested and exercisable and 11,251 shares that have not yet been vested.
- (10) These shares consist of 6,875 shares that are vested and exercisable and 7,501 shares that have not yet been vested.

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(11) These shares consist of 10,416 shares that are vested and exercisable and 38,542 shares that have not yet been vested.

(12) These shares consist of 4,686 shares that are vested and exercisable and 20,314 shares that have not yet been vested.

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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