

TIVO INC
Form 4
September 04, 2008

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)
09/02/2008

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, Consumer Products

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 | 09/02/2008 | | M | | \$ 4.14 | 37,938 | D |
| Common Stock | 09/02/2008 | | S ⁽¹⁾ | | 1,562 | 8,4866 | D |
| Common Stock | 09/02/2008 | | M | | \$ 7.18 | 56,376 | D |
| Common stock | 09/02/2008 | | S ⁽¹⁾ | | \$ 8.75 | 36,376 | D |
| Common Stock | 09/03/2008 | | M | | \$ 7.24 | 51,376 | D |

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| | | | | | | | |
|--------------|------------|------------------|--------|---|---------|--------|---|
| Common Stock | 09/03/2008 | S ⁽¹⁾ | 15,000 | D | \$ 8.84 | 36,376 | D |
| Common Stock | 09/03/2008 | M | 6,000 | A | \$ 6.18 | 42,376 | D |
| Common Stock | 09/03/2008 | S ⁽¹⁾ | 6,000 | D | \$ 8.9 | 36,376 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (right to buy) | \$ 4.14 | 09/02/2008 | | M ⁽¹⁾ | 1,562 | 04/02/2005 03/02/2015 | Common Stock 1,562 |
| Stock Option (right to buy) | \$ 7.18 | 09/02/2008 | | M ⁽¹⁾ | 20,000 | 06/03/2004 05/03/2014 | Common Stock 20,000 |
| Stock Option (right to buy) | \$ 7.24 | 09/03/2008 | | M ⁽¹⁾ | 15,000 | 04/29/2006 03/29/2016 | Common Stock 15,000 |
| Stock Option (right to buy) | \$ 6.18 | 09/03/2008 | | M ⁽¹⁾ | 6,000 | 04/21/2007 03/21/2017 | Common Stock 6,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

ROBERTS MARK ANDREW
TIVO INC
2160 GOLD STREET
ALVISO, CA 95002

SVP,
Consumer
Products

Signatures

Phyllis Mesec, Attorney-in-Fact for: Mark
Roberts

09/04/2008

__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 and Exchange Act of 1934, as amended.
- (2) Average Sales price. 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. 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.