

Zinn Matthew
Form 4
October 28, 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 *
Zinn Matthew

(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)
10/26/2009

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, General Counsel

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	(D)	Price
Common Stock	10/26/2009		M		11,491	A	\$ 6.18
							107,369
Common Stock	10/26/2009		S ⁽¹⁾		11,491	D	\$ 12.2402
							<u>(2)</u>
Common Stock	10/26/2009		M		3,542	A	\$ 7.18
							99,420
Common Stock	10/26/2009		S ⁽¹⁾		3,542	D	\$ 12.18
							95,878
Common Stock	10/26/2009		M		6,458	A	\$ 7.18
							102,336

Edgar Filing: Zinn Matthew - Form 4

Common Stock	10/26/2009	S ⁽¹⁾	6,458	D	\$ 12.18	95,878	D
Common Stock	10/26/2009	M	14,994	A	\$ 7.24	110,872	D
Common Stock	10/26/2009	S ⁽¹⁾	14,994	D	\$ 12.24	95,878	D
Common Stock	10/26/2009	M	11,256	A	\$ 7.24	107,134	D
Common Stock	10/26/2009	S ⁽¹⁾	11,256	D	\$ 12.24	95,878	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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 7.18	10/26/2009		M ⁽¹⁾	3,542	06/03/2004 05/03/2014	Common Stock	3	
Incentive Stock Option (right to buy)	\$ 7.24	10/26/2009		M ⁽¹⁾	11,256	04/29/2006 03/29/2016	Common Stock	11	
Non-Qualified Stock Option (right to buy)	\$ 6.18	10/26/2009		M ⁽¹⁾	11,491	04/21/2007 03/21/2017	Common Stock	11	
Non-Qualified Stock Option (right to buy)	\$ 7.18	10/26/2009		M ⁽¹⁾	6,458	06/03/2004 05/03/2014	Common Stock	6	
Non-Qualified Stock Option (right to buy)	\$ 7.24	10/26/2009		M ⁽¹⁾	14,994	04/29/2006 03/29/2016	Common Stock	14	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zinn Matthew 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160			SVP, General Counsel	

Signatures

By: Attorney-in-Fact Phyllis Mesec For: 10/28/2009
Matthew Zinn

__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.
 - (2) Averages Sales Price - Actual sale prices range from \$11.86 - \$12.61. 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.