

ROGERS THOMAS S
Form 4
April 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
ROGERS THOMAS S

(Last) (First) (Middle)
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)
04/03/2012

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)
President and CEO

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	(A) or (D)	Price
Common Stock ⁽¹⁾	04/03/2012		A		250,000	A	\$ 0
Common Stock ⁽²⁾	04/03/2012		A		250,000	A	\$ 0
					922,482	D	
					1,172,482	D	

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

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(9-02)

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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)	Amount or Number of Shares
Restricted Stock Units	\$ 0	04/03/2012		A	75,000	04/03/2013 ⁽³⁾ 04/03/2019	Common Stock	75,000
Restricted Stock Units	\$ 0	04/03/2012		A	75,000	04/03/2014 ⁽⁴⁾ 04/03/2019	Common Stock	75,000
Restricted Stock Units	\$ 0	04/03/2012		A	75,000	04/03/2015 ⁽⁵⁾ 04/03/2019	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROGERS THOMAS S 2160 GOLD STREET ALVISO, CA 95002	X		President and CEO	

Signatures

By: Attorney-in-Fact Sheryl Andersen For: Thomas S Rogers
Date: 04/05/2012

__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 shall vest in three equal installments on the anniversary date of the grant.
- (2) These shares will vest in the next four years upon the achievement of either a specified performance goal related to share price appreciation or the achievement of a specified financial metric.
- (3) These restricted stock units will be settled in cash and vest in three equal amounts on 4/3/13, 4/3/14 and 4/3/15.
- (4) These restricted stock units will be settled in cash and vest in three equal amounts on 4/3/14, 4/3/15 and 4/3/16.
- (5) These restricted stock units will be settled in cash and vest in three equal amounts on 4/3/15, 4/3/16 and 4/3/17.

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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