TIVO INC Form 4/A April 01, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

02/17/2009

Stock (1)

Check this box

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(b).

1. Name and Address of Reporting Person * TIVO INC			2. Issuer Name and Ticker or Trading Symbol TIVO INC [TIVO]						5. Relationship of Reporting Person(s) to Issuer			
(Last) 2160 GOLD	, , , , ,	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2009					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) CEO and President				
SAN JOSE,	1	4. If Amendment, Date Original Filed(Month/Day/Year) 02/19/2009						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	(State)	(Zip)	Table	e I - Non-	De	rivative Se	curitie		Person ired, Disposed of	f, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transact Code (Instr. 8)	ion	4. Securities (A) or Disp (Instr. 3, 4 a)	osed o		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)	
Common	02/17/2000					200 000		Φ.0	1 0 10 011	ъ		

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

A

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

1,242,211

D

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

300,000 A

\$0

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
							Expiration	or	or		
							Date	Title	Number		
							Dute		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

TIVO INC

2160 GOLD STREET CEO and President

SAN JOSE, CA 95002

Signatures

Phyllis Mesec, Attorney in Fact for Thomas S

Rogers 04/01/2013

**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).

Grant was previously reported in Table II. On March 28, 213, the restricted stock unit award was amended to provide that the restricted stock units will vest upon the company's stock price attaining a minimum market value for a specified number of consecutive trading days on or prior to January 31, 218. in the event the performance goal is not attained on or prior to January 31, 2018, the restricted stock units will be forfeited.

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.

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