

Zinn Matthew

Form 4

October 28, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

SVP, General Counsel

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 10/26/2009                              |                                                             | M                                    | 11,491                                                                  | A \$ 6.18                                                                                                          | 107,369                                                                 | D                                                                 |
| Common<br>Stock                       | 10/26/2009                              |                                                             | S <sup>(1)</sup>                     | 11,491                                                                  | D \$<br>(2) 12.2402                                                                                                | 95,878                                                                  | D                                                                 |
| Common<br>Stock                       | 10/26/2009                              |                                                             | M                                    | 3,542                                                                   | A \$ 7.18                                                                                                          | 99,420                                                                  | D                                                                 |
| Common<br>Stock                       | 10/26/2009                              |                                                             | S <sup>(1)</sup>                     | 3,542                                                                   | D \$ 12.18                                                                                                         | 95,878                                                                  | D                                                                 |
| Common<br>Stock                       | 10/26/2009                              |                                                             | M                                    | 6,458                                                                   | A \$ 7.18                                                                                                          | 102,336                                                                 | D                                                                 |

Edgar Filing: Zinn Matthew - Form 4

|              |            |                  |        |   |          |         |   |
|--------------|------------|------------------|--------|---|----------|---------|---|
| Common Stock | 10/26/2009 | S <sup>(1)</sup> | 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 <sup>(1)</sup> | 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 <sup>(1)</sup> | 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) | 8. Amount or Value of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title                                                      |
| Incentive Stock Option (right to buy)      | \$ 7.18                                                | 10/26/2009                           |                                                    | M <sup>(1)</sup>               | 3,542                                                                                   | 06/03/2004                                               | 05/03/2014                                                  | Common Stock                                               |
| Incentive Stock Option (right to buy)      | \$ 7.24                                                | 10/26/2009                           |                                                    | M <sup>(1)</sup>               | 11,256                                                                                  | 04/29/2006                                               | 03/29/2016                                                  | Common Stock                                               |
| Non-Qualified Stock Option (right to buy)  | \$ 6.18                                                | 10/26/2009                           |                                                    | M <sup>(1)</sup>               | 11,491                                                                                  | 04/21/2007                                               | 03/21/2017                                                  | Common Stock                                               |
| Non-Qualified Stock Option (right to buy)  | \$ 7.18                                                | 10/26/2009                           |                                                    | M <sup>(1)</sup>               | 6,458                                                                                   | 06/03/2004                                               | 05/03/2014                                                  | Common Stock                                               |
| Non-Qualified Stock Option (right to buy)  | \$ 7.24                                                | 10/26/2009                           |                                                    | M <sup>(1)</sup>               | 14,994                                                                                  | 04/29/2006                                               | 03/29/2016                                                  | Common Stock                                               |

## Reporting Owners

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

## Signatures

|                                                         |            |
|---------------------------------------------------------|------------|
| By: Attorney-in-Fact Phyllis Mesec For:<br>Matthew Zinn | 10/28/2009 |
| **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.