

Klugman Jeffrey L
Form 4
February 01, 2013

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Klugman Jeffrey L

(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)

01/31/2013

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)

EVP Product & Revenue

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 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	01/31/2013		M		1,007	A	\$ 7.49	167,502	D
Common Stock	01/31/2013		S ⁽¹⁾		1,007	D	\$ 12.95	166,495	D
Common Stock	01/31/2013		M		2,689	A	\$ 7.49	169,184	D
Common Stock	01/31/2013		S ⁽¹⁾		2,689	D	\$ 12.95	166,495	D
Common Stock	01/31/2013		M		1,008	A	\$ 7.49	167,503	D

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Common Stock	01/31/2013	<u>S</u> (1)	1,008	D	\$ 12.95	166,495	D
Common Stock	01/31/2013	M	194	A	\$ 7.49	166,689	D
Common Stock	01/31/2013	<u>S</u> (1)	194	D	\$ 12.95	166,495	D
Common Stock	01/31/2013	M	730	A	\$ 8.94	167,225	D
Common Stock	01/31/2013	<u>S</u> (1)	730	D	\$ 12.95	166,495	D
Common Stock	01/31/2013	M	919	A	\$ 8.94	167,414	D
Common Stock	01/31/2013	<u>S</u> (1)	919	D	\$ 12.95	166,495	D

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

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(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)	\$ 7.49	01/31/2013		M <u>(1)</u>		194		08/01/2010	06/22/2017	Common Stock	194
Incentive Stock Option (right to buy)	\$ 8.94	01/31/2013		M <u>(1)</u>		919		04/26/2008	03/26/2018	Common Stock	919
Non-Qualified Stock Option (right to buy)	\$ 7.49	01/31/2013		M <u>(1)</u>		1,007		08/01/2010	06/22/2017	Common Stock	1,007

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Non-Qualified Stock Option (right to buy)	\$ 7.49	01/31/2013	M ⁽¹⁾	2,689	08/01/2010	06/22/2017	Common Stock	2,6
Non-Qualified Stock Option (right to buy)	\$ 7.49	01/31/2013	M ⁽¹⁾	1,008	08/01/2010	06/22/2017	Common Stock	1,0
Non-Qualified Stock Option (right to buy)	\$ 8.94	01/31/2013	M ⁽¹⁾	730	04/26/2008	03/26/2018	Common Stock	73

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L 2160 GOLD STREET ALVISO, CA 95002			EVP Product & Revenue	

Signatures

By: Attorney-in-fact Sheryl Andersen For: Jeffrey L. Klugman 02/01/2013

____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).

(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.

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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