

Phillips Charles
Form 4
February 14, 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 *
Phillips Charles

2. Issuer Name and Ticker or Trading Symbol
TIVO INC [TIVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

2160 GOLD STREET

SVP Engineering & Ops

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

ALVISO, CA 95002

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 02/13/2012 | | M | | \$ 6.18 | D | |
| Common Stock | 02/13/2012 | | S ⁽¹⁾ | | 2,500 | D | |
| Common Stock | 02/13/2012 | | M | | \$ 6.78 | D | |
| Common Stock | 02/13/2012 | | S ⁽¹⁾ | | 6,085 | D | |
| | 02/13/2012 | | M | | \$ 6.78 | D | |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|--|-------------------------|--------|---|----------------------------|---------|---|
| Common Stock | 02/13/2012 | | <u>S</u> ⁽¹⁾ | 13,275 | D | \$ 12.246 <u>(2)</u> | 132,330 | 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) | \$ 6.18 | 02/13/2012 | | <u>M</u> ⁽¹⁾ | 2,500 | 04/21/2007 03/21/2017 | Common Stock | 2 | |
| Incentive Stock Option (right to buy) | \$ 6.78 | 02/13/2012 | | <u>M</u> ⁽¹⁾ | 13,275 | 11/09/2006 10/08/2016 | Common Stock | 13 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.78 | 02/13/2012 | | <u>M</u> ⁽¹⁾ | 6,085 | 11/09/2006 10/08/2016 | Common Stock | 6 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Phillips Charles 2160 GOLD STREET ALVISO, CA 95002 | Director 10% Owner Officer Other SVP Engineering & Ops |

Signatures

By: Attorney-in-fact Sheryl Andersen For: Charles Dan
Phillips

02/14/2012

__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) 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 \$12.21 - \$12.29 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.