

Klugman Jeffrey L
 Form 4
 February 01, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
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
 Officer (give title below) ___ Other (specify below)

EVP Product & Revenue

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)
				(A) or (D) Code V Amount 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	S ⁽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	S ⁽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	S ⁽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	S ⁽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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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 Number of Shares
Incentive Stock Option (right to buy)	\$ 7.49	01/31/2013		M ⁽¹⁾	194	08/01/2010 06/22/2017	Common Stock	194
Incentive Stock Option (right to buy)	\$ 8.94	01/31/2013		M ⁽¹⁾	919	04/26/2008 03/26/2018	Common Stock	919
Non-Qualified Stock Option (right to buy)	\$ 7.49	01/31/2013		M ⁽¹⁾	1,007	08/01/2010 06/22/2017	Common Stock	1,007

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

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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