

Klugman Jeffrey L
Form 4
June 05, 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
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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)

06/03/2009

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, GM Service Provider Div

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/03/2009		M	23,001 A \$ 6.18	118,004	D	
Common Stock	06/03/2009		M	20,000 A \$ 7.18	138,004	D	
Common Stock	06/03/2009		M	75,833 A \$ 7.24	213,837	D	
Common Stock	06/03/2009		M	20,000 A \$ 7.93	233,837	D	
Common Stock	06/03/2009		S ⁽¹⁾	86,887 D \$ 9.67	146,950	D	

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Common Stock	06/03/2009	S ⁽¹⁾	6,668	D	\$ 9.69	140,282	D
Common Stock	06/03/2009	S ⁽¹⁾	24,708	D	\$ 9.77	115,574	D
Common Stock	06/03/2009	S ⁽¹⁾	6,666	D	\$ 9.91	108,908	D
Common Stock	06/03/2009	S ⁽¹⁾	6,666	D	\$ 10.31	102,242	D
Common Stock	06/03/2009	S ⁽¹⁾	6,668	D	\$ 10.7	95,574	D
Common Stock	06/03/2009	S ⁽¹⁾	571	D	\$ 9.79	95,003	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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 6.18	06/03/2009		M ⁽¹⁾	23,001	04/21/2007 03/21/2017	Common Stock 23,001
Stock Option (right to buy)	\$ 7.18	06/03/2009		M ⁽¹⁾	20,000	06/03/2004 05/03/2014	Common Stock 20,000
Stock Option (right to buy)	\$ 7.24	06/03/2009		M ⁽¹⁾	75,833	04/29/2006 03/29/2016	Common Stock 75,833
	\$ 7.93	06/03/2009		M ⁽¹⁾	20,000	06/28/2003 05/28/2013	20,000

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L 2160 GOLD STREET ALVISO, CA 95002			SVP, GM Servic Provider Div	

Signatures

Phyllis Mesec, Attorney-in-fact for Jeffrey Klugman	06/05/2009
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__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 and 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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