TIVO INC Form 4 August 02, 2005

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Wisk Matthew J

(First) (Middle) (Last)

(Street)

(State)

(Month/Day/Year)

2160 GOLD STREET

ALVISO, CA 95002

(City)

1. Title of

Security

(Instr. 3)

2. Issuer Name and Ticker or Trading

Symbol

TIVO INC [tivo] 3. Date of Earliest Transaction

(Month/Day/Year)

07/31/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

Following Reported Transaction(s)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

6. Ownership

Form: Direct

(D) or Indirect Beneficial

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

(Check all applicable)

below) SVP & Chief Marketing Officer

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 4.11	07/31/2005		J <u>(1)</u>			150,000	<u>(1)</u>	09/20/2014	Common Stock	150,00
Employee Stock Option (right to buy)	\$ 6.11	07/31/2005		J(2)			150,000	(2)	09/20/2014	Common Stock	150,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Wisk Matthew J 2160 GOLD STREET ALVISO, CA 95002

SVP & Chief Marketing Officer

Signatures

Laurence Denny, Attorney-in-Fact for: Matthew J. Wisk

08/02/2005

**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).
- Pursuant to its terms, the option was cancelled unvested as of July 31, 2005, the last day of the reporting person's employment with the issuer. The option was originally granted on September 20, 2004 and would have vested 50% upon first anniversay of its grant date and 50% at 1/12 per month during the second year after its grant.
- Pursuant to its terms, the option was cancelled unvested as of July 31, 2005, the last day of the reporting person's employment with the (2) issuer. The option was originally granted on September 20, 2004 and would have vested 1/24th per month during the third and fourth years after its grant date.

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.

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