

TIVO INC
Form 3/A
April 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Klugman Jeffrey L		(Month/Day/Year)	TIVO INC [tivo]	
(Last)	(First)	(Middle)	02/08/2006	
C/O TIVO, INC,Â 2160 GOLD STREET, PO BOX 2160		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		02/10/2006
ALVISO,Â CAÂ 95002		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	29,066 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	12/10/2011	Common Stock	94,844 \$ 4.48		D	Â
Stock Option (right to buy)	Â (3)	05/28/2013	Common Stock	20,000 (8) \$ 7.93		D	Â
Stock Option (right to buy)	Â (4)	05/03/2014	Common Stock	20,000 (9) \$ 7.18		D	Â
Stock Option (right to buy)	Â (5)	01/14/2015	Common Stock	14,376 (10) \$ 4.44		D	Â
Stock Option (right to buy)	Â (6)	03/02/2015	Common Stock	48,958 (11) \$ 4.14		D	Â
Stock Option (right to buy)	Â (7)	04/22/2015	Common Stock	25,000 (12) \$ 6.06		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L C/O TIVO, INC 2160 GOLD STREET, PO BOX 2160 ALVISO, CA 95002	Â	Â	Â SVP & GM, Svc Provider Div.	Â

Signatures

Phyllis Mesec, Attorney-in-Fact for: Jeffrey Klugman
Date: 04/20/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Included in these shares are 25,000 shares of unvested restricted stock. These 25,000 shares will become fully vested on 10/6/2006.
- (2) As of 2/8/2006, these shares are fully vested.
- (3) These shares were granted on 5/28/2003 and vest 1/48 per month for 48 months.
- (4) These shares were granted on 5/3/2004 and vest 1/48 per month for 48 months.
- (5) These shares were granted on 1/14/2005 and vest 1/24 per month for 24 months.
- (6) These shares were granted on 3/2/2005 and vest 1/48 per month for 48 months.
- (7) These shares were granted on 4/22/2005 and vest 1/48 per month for 48 months.
- (8) These shares consist of 13,332 shares that are vested and exercisable and 6,668 shares that have not yet been vested.
- (9) These shares consist of 8,749 shares that are vested and exercisable and 11,251 shares that have not yet been vested.
- (10) These shares consist of 6,875 shares that are vested and exercisable and 7,501 shares that have not yet been vested.

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- (11) These shares consist of 10,416 shares that are vested and exercisable and 38,542 shares that have not yet been vested.
- (12) These shares consist of 4,686 shares that are vested and exercisable and 20,314 shares that have not yet been vested.

^

Remarks:

This^ amendment^ is^ being^ filed^ to^ attach^ the^ Power^ of^ Attorney^ dated^ 2/8/2006,^ which^ due^ to^ a^ t

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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