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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Klugman Jeffrey L Issuer Symbol TIVO INC [TIVO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify \_X\_\_ Officer (give title 2160 GOLD STREET 06/03/2009 below) SVP, GM Servic Provider Div (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting ALVISO, CA 95002

,	'						Person				
(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acqui				ired, 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 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			

**OMB APPROVAL** 

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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 <u>(1)</u>	24,708	D	\$ 9.77 115,574	D
Common Stock	06/03/2009	S <u>(1)</u>	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 <u>(1)</u>	6,668	D	\$ 10.7 95,574	D
Common Stock	06/03/2009	S <u>(1)</u>	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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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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 <u>(1)</u>	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 Common
Option Stock
(right to

## **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**

buy)

Phyllis Mesec, Attorney-in-fact for Jeffrey Klugman

06/05/2009

Date

\*\*Signature of Reporting Person

### **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. 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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