#### RAMSAY MICHAEL

Form 4

December 20, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	Address of Reporting MICHAEL	Symbol	r Name <b>and</b> NC [tivo]		Tradii	<b>-</b> 5	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	, , ,	(Month/I	f Earliest T Day/Year)	ransaction		-	_X Director	10%	Owner		
TIVO INC. PO BOX 2	, 2160 GOLD STI 160	REET, 12/19/2	2005			t	Officer (give t	itle Othe below)	er (specify		
	(Street)	4. If Amo	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
ALVISO, (	CA 95002	Filed(Mo	nth/Day/Yea	r)		-	Applicable Line)  _X_ Form filed by O  Form filed by Moreon	1 0			
(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (		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	12/19/2005		S <u>(1)</u>	10,000	D	5.2444	1,404,829	D			

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

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(2)

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

#### Edgar Filing: RAMSAY MICHAEL - Form 4

	1. Title of Derivative	2.	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5.	6. Date Exerc Expiration D		7. Titl		8. Price of	9. Nu Deriv
Security (Instr. 3)		Conversion or Exercise Price of Derivative Security	(	any (Month/Day/Year)	Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year) ve es d		Amou Under Securi (Instr.		Derivative Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

RAMSAY MICHAEL
TIVO INC
2160 GOLD STREET, PO BOX 2160
ALVISO, CA 95002

## **Signatures**

Phyllis Mesec, Attorney-in-Fact for: Michael Ramsay 12/20/2005

\*\*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).
- (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.
- (2) Average Sales Price Actual sales prices ranged from \$5.22 \$5.27

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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