#### RAMSAY MICHAEL

Form 4

August 03, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

5. Relationship of Reporting Person(s) to

Issuer

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

**OMB APPROVAL** 

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

Check this box

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 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

RAMSAY MICHAEL

1. Name and Address of Reporting Person \*

may continue.

			TIVO INC [tivo]					(Check all applicable)			
(Last) TIVO INC, PO BOX 2	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2007				-	_X Director Officer (give pelow)	10% Owner				
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Secur	ities Acqui	ired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any	med n Date, if Day/Year)	3. Transacti Code (Instr. 8)	omr Dispos (Instr. 3,	sed of	(D)	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 (1)	08/01/2007			A	4,200	A	\$ 0	1,013,229	D		
Common Stock	08/01/2007			S(2)	10,000	D	\$ 5.5107 (3)	1,003,229	D		
Common Stock	08/01/2007			S(2)	10,000	D	\$ 5.5021 (4)	993,229	D		
Common Stock	08/02/2007			F	1,787 (5)	D	\$ 5.84	991,442	D		

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

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 <sup>(6)</sup>	\$ 5.53	08/01/2007		A	12,500	08/01/2008	08/01/2017	Common Stock	12,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
RAMSAY MICHAEL						
TIVO INC	X					
2160 GOLD STREET, PO BOX 2160	Λ					
ALVISO, CA 95002						

## **Signatures**

Phyllis Mesec, Attorney-in-Fact for: Michael Ramsay 08/03/2007

\*\*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) Restricted shares shall vest 100% on first anniversary of grant.
- (2) This was an automatic disposition of shares purusuant to a 10b5-1 plan, as defined under the Securities Exchange Act of 1934, as amended.
- (3) Average Sales Price Actual sales prices ranged from \$5.4701 \$5.61.
- (4) Average Sales Price Actual sales prices ranged from \$5.4701-\$5.61.

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- (5) These shares have been surrendered to pay taxes applicable to the vesting of restricted stock.
- (6) Stock Option shall vest 100% on the first anniversary of grant.

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