

TIVO INC
Form 4
March 31, 2006

FORM 4

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

OMB APPROVAL

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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 *
Zinn Matthew

(Last) (First) (Middle)
2160 GOLD STREET
(Street)

ALVISO, CA 95002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIVO INC [tivo]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP Gen Coucinl, Corp Sec & CPO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, 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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock ⁽¹⁾	03/29/2006		A	4,479 A \$ 0	4,479	D	
Common Stock	03/30/2006		M	4,160 A \$ 3.9	8,639	D	
Common Stock	03/30/2006		M	8,336 A \$ 4.14	16,975	D	
Common Stock	03/30/2006		S	12,496 D \$ 7.464	4,479	D	

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

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- (2) Average Sales Price - Actual sales prices ranged from \$7.41 - \$7.48.
- (3) Stock Options shall vest in forty-eight(48) equal monthly installments, subject to executive's continued employment or service with the Company.
- (4) 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.

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