

TIVO INC
Form 3/A
April 20, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
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response... 0.5

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
(Street)		(Check all applicable)
		5. If Amendment, Date Original Filed(Month/Day/Year)
		02/10/2006
ALVISO,Â CAÂ 95002		6. Individual or Joint/Group Filing(Check Applicable Line)
(City) (State) (Zip)		___X___ Form filed by One Reporting Person
		___ 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

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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