

ROBERTS MARK ANDREW

Form 4

May 05, 2010

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBERTS MARK ANDREW

(Last) (First) (Middle)

2160 GOLD STREET, P.O. BOX
2160

(Street)

ALVISO, CA 95002-2160

(City) (State) (Zip)

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

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

05/03/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

SVP Consumer Products & Operat

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	05/03/2010		M	2,916	A \$ 8.94	110,512	D
Common Stock	05/03/2010		S ⁽¹⁾	2,916	D \$ ⁽²⁾ 17.9712	107,596	D
Common Stock	05/03/2010		M	2,286	A \$ 6.18	109,882	D
Common Stock	05/03/2010		S ⁽¹⁾	2,286	D \$ ⁽²⁾ 17.9712	107,596	D
	05/03/2010		M	714	A \$ 6.18	108,310	D

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Common
Stock

Common					\$		
Stock	05/03/2010	<u>S</u> (1)	714	D	17.9712	107,596	D
					<u>(2)</u>		

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative 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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.18	05/03/2010		M <u>(1)</u>		714		04/21/2007	03/21/2017	Common Stock	714
Non-Qualified Stock Option (right to buy)	\$ 6.18	05/03/2010		M <u>(1)</u>		2,286		04/21/2007	03/21/2017	Common Stock	2,286
Non-Qualified Stock Option (right to buy)	\$ 8.94	05/03/2010		M <u>(1)</u>		2,916		04/26/2008	03/26/2018	Common Stock	2,916

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROBERTS MARK ANDREW 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160	SVP Consumer Products & Operat

Signatures

By: Attorney-in-Fact Phyllis Mesec For: Mark
Roberts

05/05/2010

__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) Averages Sales Price - Actual sale prices range from \$17.70 - \$18.22. The reporting person will provide, upon request, full information regarding the number of shares sold at each separate price.

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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