

Klugman Jeffrey L  
 Form 4  
 February 09, 2012

**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 \*  
**Klugman Jeffrey L**

(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)  
**02/08/2012**

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)

SVP Products & Revenue

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/08/2012		M	589	A \$ 7.24	162,082	D
Common Stock	02/08/2012		S <sup>(1)</sup>	589	D \$ 11.97	161,493	D
Common Stock	02/08/2012		M	1,675	A \$ 7.49	163,168	D
Common Stock	02/08/2012		S <sup>(1)</sup>	1,675	D \$ 11.97	161,493	D
Common Stock	02/08/2012		M	6,452	A \$ 8.94	167,945	D

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Common Stock	02/08/2012	S <sup>(1)</sup>	6,452	D	\$ 11.97	161,493	D
Common Stock	02/08/2012	M	4,157	A	\$ 8.94	165,650	D
Common Stock	02/08/2012	S <sup>(1)</sup>	4,157	D	\$ 11.97	161,493	D
Common Stock	02/08/2012	M	372	A	\$ 8.94	161,865	D
Common Stock	02/08/2012	S <sup>(1)</sup>	372	D	\$ 11.97	161,493	D
Common Stock	02/08/2012	M	3,613	A	\$ 6.18	165,106	D
Common Stock	02/08/2012	S <sup>(1)</sup>	3,613	D	\$ 11.97	161,493	D
Common Stock	02/08/2012	M	1,606	A	\$ 6.18	163,099	D
Common Stock	02/08/2012	S <sup>(1)</sup>	1,606	D	\$ 11.97	161,493	D
Common Stock	02/08/2012	M	775	A	\$ 7.24	162,268	D
Common Stock	02/08/2012	S <sup>(1)</sup>	775	D	\$ 11.97	161,493	D
Common Stock	02/08/2012	M	47	A	\$ 6.06	161,540	D
Common Stock	02/08/2012	S <sup>(1)</sup>	47	D	\$ 11.97	161,493	D

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 of Underlying Security (Instr. 3 and 4)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.06	02/08/2012	M <sup>(1)</sup>			47	05/22/2005	04/22/2015	Common Stock	47
Incentive Stock Option (right to buy)	\$ 6.18	02/08/2012	M <sup>(1)</sup>			1,606	04/21/2007	03/21/2017	Common Stock	1,606
Incentive Stock Option (right to buy)	\$ 7.24	02/08/2012	M <sup>(1)</sup>			775	04/29/2006	03/29/2016	Common Stock	775
Incentive Stock Option (right to buy)	\$ 8.94	02/08/2012	M <sup>(1)</sup>			4,157	04/26/2008	03/26/2018	Common Stock	4,157
Incentive Stock Option (right to buy)	\$ 8.94	02/08/2012	M <sup>(1)</sup>			372	04/26/2008	03/26/2018	Common Stock	372
Non-Qualified Stock Option (right to buy)	\$ 6.18	02/08/2012	M <sup>(1)</sup>			3,613	04/21/2007	03/21/2017	Common Stock	3,613
Non-Qualified Stock Option (right to buy)	\$ 7.24	02/08/2012	M <sup>(1)</sup>			589	04/29/2006	03/29/2016	Common Stock	589
Non-Qualified Stock Option (right to buy)	\$ 7.49	02/08/2012	M <sup>(1)</sup>			1,675	08/01/2010	06/22/2017	Common Stock	1,675
Non-Qualified Stock Option (right to buy)	\$ 8.94	02/08/2012	M <sup>(1)</sup>			6,452	04/26/2008	03/26/2018	Common Stock	6,452

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L 2160 GOLD STREET ALVISO, CA 95002			SVP Products & Revenue	

## Signatures

By: Attorney-in-Fact Sheryl Andersen For: Jeffrey L. Klugman 02/09/2012

\_\_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.

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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