

Klugman Jeffrey L
 Form 4
 December 18, 2012

FORM 4

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

OMB APPROVAL

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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)
 12/14/2012

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 below) ___ Other (specify below)

SVP Products & Revenue

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	12/14/2012		M	531 A \$ 7.24	167,026	D	
Common Stock	12/14/2012		S ⁽¹⁾	531 D \$ 12.95	166,495	D	
Common Stock	12/14/2012		M	5,829 A \$ 8.94	172,324	D	
Common Stock	12/14/2012		S ⁽¹⁾	5,829 D \$ 12.95	166,495	D	
Common Stock	12/14/2012		M	3,252 A \$ 6.18	169,747	D	

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Common Stock	12/14/2012	S ⁽¹⁾	3,252	D	\$ 12.95	166,495	D
Common Stock	12/14/2012	M	1,447	A	\$ 6.18	167,942	D
Common Stock	12/14/2012	S ⁽¹⁾	1,447	D	\$ 12.95	166,495	D
Common Stock	12/14/2012	M	698	A	\$ 7.24	167,193	D
Common Stock	12/14/2012	S ⁽¹⁾	698	D	\$ 12.95	166,495	D
Common Stock	12/14/2012	M	43	A	\$ 6.06	166,538	D
Common Stock	12/14/2012	S ⁽¹⁾	43	D	\$ 12.95	166,495	D

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

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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)	8. Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.06	12/14/2012		M ⁽¹⁾	43	05/22/2005 04/22/2015	Common Stock	43
Incentive Stock Option (right to buy)	\$ 6.18	12/14/2012		M ⁽¹⁾	1,447	04/21/2007 03/21/2017	Common Stock	1,447
Incentive Stock Option (right to buy)	\$ 7.24	12/14/2012		M ⁽¹⁾	698	04/29/2006 03/29/2016	Common Stock	698

