Klugman Jeffrey L Form 4 December 18, 2012

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

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

SECURITIES

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

12/14/2012

Stock

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Klugman Jeffrey L Issuer Symbol TIVO INC [TIVO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title 2160 GOLD STREET 12/14/2012 below) SVP Products & Revenue (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ALVISO, CA 95002 Person

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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	12/14/2012		M	531	A		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 <u>(1)</u>	5,829	D	\$ 12.95	166,495	D	
Common	12/14/2012		М	3 252	٨	\$618	160 747	D	

3,252

A

\$ 6.18 169,747

D

M

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3235-0287

January 31,

2005

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Common Stock	12/14/2012	S <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	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 <u>(1)</u>	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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SEC 1474 (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. Transactic Code (Instr. 8)	5. Number conf 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Incentive Stock Option (right to buy)	\$ 6.06	12/14/2012		M <u>(1)</u>	43	05/22/2005	04/22/2015	Common Stock	4
Incentive Stock Option (right to buy)	\$ 6.18	12/14/2012		M <u>(1)</u>	1,447	04/21/2007	03/21/2017	Common Stock	1,4
Incentive Stock Option (right to buy)	\$ 7.24	12/14/2012		M <u>(1)</u>	698	04/29/2006	03/29/2016	Common Stock	69

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Non-Qualified Stock Option (right to buy)	\$ 6.18	12/14/2012	M(1)	3,252	04/21/2007	03/21/2017	Common Stock	3,2
Non-Qualified Stock Option (right to buy)	\$ 7.24	12/14/2012	M <u>(1)</u>	531	04/29/2006	03/29/2016	Common Stock	53
Non-Qualified Stock Option (right to buy)	\$ 8.94	12/14/2012	M <u>(1)</u>	5,829	04/26/2008	03/26/2018	Common Stock	5,8

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

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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