

TIVO INC
Form 4
September 04, 2008

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 *
ROBERTS MARK ANDREW

(Last) (First) (Middle)
TIVO INC, 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)
09/02/2008

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, Consumer Products

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)
			Code	V	Amount or Price		
Common Stock	09/02/2008		M		\$ 4.14	D	
Common Stock	09/02/2008		S ⁽¹⁾		1,562	D	
Common Stock	09/02/2008		M		\$ 7.18	D	
Common stock	09/02/2008		S ⁽¹⁾		\$ 8.75	D	
Common Stock	09/03/2008		M		\$ 7.24	D	

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Common Stock	09/03/2008	S ⁽¹⁾	15,000	D	\$ 8.84	36,376	D
Common Stock	09/03/2008	M	6,000	A	\$ 6.18	42,376	D
Common Stock	09/03/2008	S ⁽¹⁾	6,000	D	\$ 8.9	36,376	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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 4.14	09/02/2008		M ⁽¹⁾		1,562		04/02/2005	03/02/2015	Common Stock	1,562
Stock Option (right to buy)	\$ 7.18	09/02/2008		M ⁽¹⁾		20,000		06/03/2004	05/03/2014	Common Stock	20,000
Stock Option (right to buy)	\$ 7.24	09/03/2008		M ⁽¹⁾		15,000		04/29/2006	03/29/2016	Common Stock	15,000
Stock Option (right to buy)	\$ 6.18	09/03/2008		M ⁽¹⁾		6,000		04/21/2007	03/21/2017	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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	Director	10% Owner	Officer	Other
ROBERTS MARK ANDREW TIVO INC 2160 GOLD STREET ALVISO, CA 95002			SVP, Consumer Products	

Signatures

Phyllis Mesec, Attorney-in-Fact for: Mark
Roberts 09/04/2008

__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 and Exchange Act of 1934, as amended.
- (2) Average Sales price. 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. 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.