

TIVO INC
Form 4
August 07, 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 *
PERRY MARK W

(Last) (First) (Middle)
1119 ST. PAUL STREET
(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2008

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock ⁽¹⁾	08/06/2008		A	4,200	A \$ 0	4,200	D
Common Stock						8,400	D
Common Stock						2,355	I See Note 3 ⁽³⁾
Common Stock						2	I See Note 4 ⁽⁴⁾
Common Stock						43,756	I See Note 5 ⁽⁵⁾

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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)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.68	08/06/2008		A	12,500	08/06/2009 ⁽²⁾ 08/06/2018	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRY MARK W 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		

Signatures

/s/ Shawn Conway,
attorney-in-fact

08/07/2008

__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) The restricted shares shall vest 100% on the first anniversary of the date of grant.
- (2) The stock option shall vest 100% on the first anniversary of the date of grant and expire on August 6, 2018.
- (3) The Reporting Person indirectly holds 2,355 common shares in the Perry Residential Trust dated 3/27/99, as amended, Mark W. & Mauree Jane Perry, Trustees. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act, as amended, of the securities held by the Perry Residential Trust, except to the extent of his pecuniary interest therein.
- (4) The Reporting Person indirectly holds 2 common shares in the MWP Revocable Trust dated 12/01/98. The Reporting Person disclaims beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act, as amended, of the securities held by the MWP

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Revocable Trust, except to the extent of his pecuniary interest therein.

The Reporting Person indirectly holds 43,756 common shares in the Perry Investment Partnership. The Reporting Person disclaims (5) beneficial ownership, within the meaning of Section 16 of the Securities Exchange Act, as amended, of the securities held by the Perry Investment Partnership, except to the extent of his pecuniary interest therein.

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.