

TIVO INC
Form 4
April 03, 2008

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 *
BARTON JAMES M

(Last) (First) (Middle)

C/O TIVO INC, 2160 GOLD STREET PO BOX 2160

(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)
04/01/2008

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)
CTO

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	(A) or (D)	Price
Common Stock	04/01/2008		M		16,636	A	\$ 3.9
Common Stock	04/01/2008		M		25,000	A	\$ 3.25
Common Stock	04/01/2008		M		50,000	A	\$ 6.5
Common Stock	04/01/2008		M		25,000	A	\$ 6.31
Common Stock	04/01/2008 ⁽¹⁾		S		40,000	D	\$ 8.7162
							<u>(2)</u>

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Common Stock	04/01/2008 ⁽¹⁾	S	76,636	D	\$ 8.9	21,937	D
Common Stock	04/02/2008	M	8,364	A	\$ 3.9	30,301	D
Common Stock	04/02/2008 ⁽¹⁾	S	8,364	D	\$ 8.9	21,937	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)	\$ 3.9	04/01/2008		M ⁽¹⁾	16,636	06/07/2002 05/07/2012	Common Stock 16,636
Stock Option (right to buy)	\$ 3.25	04/01/2008		M ⁽¹⁾	25,000	10/27/2001 09/27/2012	Common Stock 25,000
Stock Option (Right to buy)	\$ 6.5	04/01/2008		M ⁽¹⁾	50,000	06/16/1999 06/16/2009	Common Stock 50,000
Stock Option (right to buy)	\$ 6.31	04/01/2008		M ⁽¹⁾	25,000	02/06/2001 02/06/2011	Common Stock 25,000
Stock Option (right to buy)	\$ 3.9	04/02/2008		M ⁽¹⁾	8,364	06/07/2002 05/07/2012	Common Stock 8,364

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON JAMES M C/O TIVO INC 2160 GOLD STREET PO BOX 2160 ALVISO, CA 95002			CTO	

Signatures

Phyllis Mesec, Attorney-in-Fact for: James
Barton

04/03/2008

__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 - Actual Sales prices ranged from \$8.66 - \$8.77.

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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