TIVO INC
Form 4
March 31, 2006

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(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)
03/29/2006

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 of Consumer Prods & Ops

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	03/29/2006		A		6,491	A	$ 0	27,016	D	
Common Stock	03/30/2006		M		2,403	A	$ 5.46	29,419	D	
Common Stock	03/30/2006		M		9,678	A	$ 6.3125	39,097	D	
Common Stock	03/30/2006		M		2,813	A	$ 5.43	41,910	D	
Common Stock	03/30/2006		S		14,894	A	$ 7.7071 (2)	27,016	D	

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

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

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. 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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share
Stock Option (right to buy) (3)	$ 7.24	03/29/2006		A		104,000		04/29/2006	03/29/2006	Common Stock	104
Stock Option (right to buy)	$ 5.46	03/30/2006(4)		M			2,403	02/23/2003	01/23/2013	Common Stock	2,4
Stock Option (right to buy)	$ 6.3125	03/30/2006(4)		M			9,678	03/06/2001	02/06/2011	Common Stock	9,6
Stock Option (right to buy)	$ 5.43	03/30/2006(4)		M			2,813	05/24/2003	04/24/2013	Common Stock	2,8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS MARK ANDREW TIVO INC 2160 GOLD STREET ALVISO, CA 95002			SVP of Consumer Prods & Ops	

Signatures

Phyllis Mesec, Attorney in Fact for: Mark Roberts	03/31/2006

**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)	Restricted shares vest 100% on first anniversary of grant, subject to the executive's continued employment or service with the Company on that date.
(2)	Average Sales Price, Actual Sales prices ranged from $7.50 - $8.00.
(3)	Stock options shall vest in forty-eight(48) equal monthly installments, subject to executive's continued employment or service with the Company.
(4)	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.

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.