

Klugman Jeffrey L
 Form 4
 April 07, 2010

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 *
Klugman Jeffrey L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2160 GOLD STREET, P.O. BOX 2160
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, GM Service Provider Div

ALVISO, CA 95002-2160

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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)
			Code	V	Amount	Price	
Common Stock	04/06/2010		M		12,248	A \$ 8.94	136,747 D
Common Stock	04/06/2010		S ⁽¹⁾		12,248	D \$ 17.2262	124,499 D
Common Stock	04/06/2010		M		4,514	A \$ 7.24	129,013 D
Common Stock	04/06/2010		S ⁽¹⁾		4,514	D \$ 17.2262	124,499 D
	04/06/2010		M		499	A \$ 6.18	124,998 D

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Common Stock							
Common Stock	04/06/2010	<u>S⁽¹⁾</u>	499	D	\$ 17.2262 <u>(2)</u>	124,499	D
Common Stock	04/06/2010	M	364	A	\$ 6.06	124,863	D
Common Stock	04/06/2010	<u>S⁽¹⁾</u>	364	D	\$ 17.2262 <u>(2)</u>	124,499	D
Common Stock	04/06/2010	M	4,584	A	\$ 7.24	129,083	D
Common Stock	04/06/2010	<u>S⁽¹⁾</u>	4,584	D	\$ 17.2262 <u>(2)</u>	124,499	D
Common Stock	04/06/2010	M	12,100	A	\$ 6.18	136,599	D
Common Stock	04/06/2010	<u>S⁽¹⁾</u>	12,100	D	\$ 17.2262 <u>(2)</u>	124,499	D
Common Stock	04/07/2010	M	5,250	A	\$ 8.94	129,749	D
Common Stock	04/07/2010	<u>S⁽¹⁾</u>	5,250	D	\$ 17.97	124,499	D
Common Stock	04/07/2010	M	1,935	A	\$ 7.24	126,434	D
Common Stock	04/07/2010	<u>S⁽¹⁾</u>	1,935	D	\$ 17.97	124,499	D
Common Stock	04/07/2010	M	214	A	\$ 6.18	124,713	D
Common Stock	04/07/2010	<u>S⁽¹⁾</u>	214	D	\$ 17.97	124,499	D
Common Stock	04/07/2010	M	156	A	\$ 6.06	124,655	D
Common Stock	04/07/2010	<u>S⁽¹⁾</u>	156	D	\$ 17.97	124,499	D
Common Stock	04/07/2010	M	1,965	A	\$ 7.24	126,464	D
Common Stock	04/07/2010	<u>S⁽¹⁾</u>	1,965	D	\$ 17.97	124,499	D
Common Stock	04/07/2010	M	5,186	A	\$ 6.18	129,685	D

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Common Stock 04/07/2010 S⁽¹⁾ 5,186 D \$ 17.97 124,499 D

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Incentive Stock Option (right to buy)	\$ 6.06	04/06/2010		<u>M</u> ⁽¹⁾		364		05/22/2005	04/22/2015	Common Stock	3
Incentive Stock Option (right to buy)	\$ 6.06	04/07/2010		<u>M</u> ⁽¹⁾		156		05/22/2005	04/22/2015	Common Stock	1
Incentive Stock Option (right to buy)	\$ 6.18	04/06/2010		<u>M</u> ⁽¹⁾		499		04/21/2007	03/21/2017	Common Stock	4
Incentive Stock Option (right to buy)	\$ 6.18	04/07/2010		<u>M</u> ⁽¹⁾		214		04/21/2007	03/21/2017	Common Stock	2
Incentive Stock Option (right to buy)	\$ 7.24	04/06/2010		<u>M</u> ⁽¹⁾		4,514		04/29/2006	03/29/2016	Common Stock	4
Incentive Stock Option (right to buy)	\$ 7.24	04/07/2010		<u>M</u> ⁽¹⁾		1,935		04/29/2006	03/29/2016	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 6.18	04/06/2010		<u>M</u> ⁽¹⁾		12,100		04/21/2007	03/21/2017	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 6.18	04/07/2010		<u>M</u> ⁽¹⁾		5,186		04/21/2007	03/21/2017	Common Stock	5

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Non-Qualified Stock Option (right to buy)	\$ 7.24	04/06/2010	M ⁽¹⁾	4,584	04/29/2006	03/29/2016	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 7.24	04/07/2010	M ⁽¹⁾	1,965	04/29/2006	03/29/2016	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 8.94	04/06/2010	M ⁽¹⁾	12,248	04/26/2008	03/26/2018	Common Stock	12
Non-Qualified Stock Option (right to buy)	\$ 8.94	04/07/2010	M ⁽¹⁾	5,250	04/26/2008	03/26/2018	Common Stock	5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klugman Jeffrey L 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160			SVP, GM Service Provider Div	

Signatures

By: Attorney-in-Fact Phyllis Mesec For: Jeffrey L. Klugman 04/07/2010

__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.

(2) Averages Sales Price - Actual sale prices range from \$16.94 - \$17.55 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.

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