

TIVO INC
Form 4
March 31, 2006

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 *
Zinn Matthew

(Last) (First) (Middle)
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
 Officer (give title below) _____ Other (specify below)
VP Gen Coucinl, Corp Sec & CPO

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	03/29/2006		A		4,479 \$ 0	D	
Common Stock	03/30/2006		M		4,160 \$ 3.9	D	
Common Stock	03/30/2006		M		8,336 \$ 4.14	D	
Common Stock	03/30/2006		S		12,496 \$ 7.464	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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Stock Options (right to buy) ⁽³⁾	\$ 7.24	03/29/2006		A	30,000		04/29/2006	03/29/2016	Common Stock	30,000
Stock Option (right to buy)	\$ 3.9	03/30/2006 ⁽⁴⁾		M	4,160		06/07/2002	05/07/2012	Common Stock	4,160
Stock Option (right to buy)	\$ 4.14	03/30/2006 ⁽⁴⁾		M	8,336		04/02/2005	03/02/2015	Common Stock	130,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zinn Matthew 2160 GOLD STREET ALVISO, CA 95002			VP Gen Coucinl, Corp Sec & CPO	

Signatures

Phyllis Mesec, Attorney-in-Fact for:
Matthew Zinn

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 executive's continued employment or service with the Company on that date.

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- (2) Average Sales Price - Actual sales prices ranged from \$7.41 - \$7.48.
- (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.

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