

Kato Nancy
Form 4
March 08, 2010

FORM 4

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

OMB APPROVAL

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

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 *
Kato Nancy

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

ALVISO, CA 95002-2160

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2010

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)
S VP HR

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	03/04/2010		M		2,239	A	\$ 4.11
Common Stock	03/04/2010		S ⁽¹⁾		2,239	D	\$ 16
Common Stock	03/04/2010		M		25,118	A	\$ 6.71
Common Stock	03/04/2010		S ⁽¹⁾		25,118	D	\$ 16
Common Stock	03/04/2010		M		68,750	A	\$ 6.18

Edgar Filing: Kato Nancy - Form 4

Common Stock	03/04/2010	<u>S</u> ⁽¹⁾	68,750	D	\$ 16	77,496	D
Common Stock	03/04/2010	M	11,250	A	\$ 6.71	88,746	D
Common Stock	03/04/2010	<u>S</u> ⁽¹⁾	11,250	D	\$ 16	77,496	D
Common Stock	03/05/2010	M	43,750	A	\$ 8.94	121,246	D
Common Stock	03/05/2010	<u>S</u> ⁽¹⁾	43,750	D	\$ 17.46	77,496	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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 6.71	03/04/2010		<u>M</u> ⁽¹⁾	11,250	03/20/2007	03/20/2016	Common Stock	11,250
Non-Qualified Stock Option (right to buy)	\$ 4.11	03/04/2010		<u>M</u> ⁽¹⁾	2,239	01/19/2006	01/18/2015	Common Stock	2,239
Non-Qualified Stock Option (right to buy)	\$ 6.18	03/04/2010		<u>M</u> ⁽¹⁾	68,750	04/21/2007	03/21/2017	Common Stock	68,750
Non-Qualified Stock Option (right to buy)	\$ 6.71	03/04/2010		<u>M</u> ⁽¹⁾	25,118	03/20/2007	03/20/2016	Common Stock	25,118
Non-Qualified Stock Option (right to buy)	\$ 8.94	03/05/2010		<u>M</u> ⁽¹⁾	43,750	04/26/2008	03/26/2018	Common Stock	43,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kato Nancy 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160			S VP HR	

Signatures

By: Attorney-in-Fact Sheryl Andersen For: Nancy Ann

Kato

03/08/2010

__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.

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.