

BARTON JAMES M
Form 4
June 05, 2009

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

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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

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CTO

ALVISO, CA 95002

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

(City) (State) (Zip)

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	Price	
Common Stock	06/03/2009		M		50,000	A \$ 3.25 131,062	D
Common Stock	06/03/2009		M		50,000	A \$ 3.9 181,062	D
Common Stock	06/03/2009		M		105,000	A \$ 5.43 286,062	D
Common Stock	06/03/2009		M		75,000	A \$ 7.18 361,062	D
Common Stock	06/03/2009		S ⁽¹⁾		205,000	D \$ 9.67 156,062	D

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Common Stock 06/03/2009 S⁽¹⁾ 75,000 D \$ 10.49 81,062 D

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

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 3.25	06/03/2009		M ⁽¹⁾	50,000	10/27/2001	09/27/2011	Common Stock	50,000
Stock Option (right to buy)	\$ 3.9	06/03/2009		M ⁽¹⁾	50,000	06/07/2002	05/07/2012	Common Stock	50,000
Stock Option (right to buy)	\$ 5.43	06/03/2009		M ⁽¹⁾	105,000	05/24/2003	04/24/2013	Common Stock	105,000
Stock Option (right to buy)	\$ 7.18	06/03/2009		M ⁽¹⁾	75,000	06/03/2004	05/03/2014	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTON JAMES M 2160 GOLD STREET ALVISO, CA 95002			CTO	

Signatures

Phyllis Mesec, Attorney-in-fact for Jim
Barton

06/05/2009

__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.

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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