

Zaslav David
 Form 5
 March 08, 2005

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Zaslav David
 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

NBC CABLE NETWORKS, 1
 CNBC PLAZA, 900 SYLVAN AVENUE
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2004

ENGLEWOOD
 CLIFFS, NJ 07632
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(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) (A) or (D) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | Title | Amount or Number of Shares | |
|--------------------------------------|---|-------------------------|--------------------|--|--------|---------------------|--------------------|------------|-------------------------------------|--------|
| | | | | (A) | (D) | Date Exercisable | Expiration Date | | | |
| Stock Option (Right to Buy) | \$ 5.02 | 08/05/2004 | Â | A4 | 25,000 | Â | Â <u>(1)</u> | 08/25/2014 | Common Stock | 25,000 |
| Stock Option (Right to Buy) | \$ 8.57 | 08/07/2003 | Â | A4 | 10,000 | Â | Â <u>(3)</u> | 08/07/2013 | Common Stock | 10,000 |
| Stock Option (Right to Buy) | \$ 2.67 | 08/03/2002 | Â | A4 | 10,000 | Â | Â <u>(4)</u> | 08/03/2012 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Zaslav David NBC CABLE NETWORKS 1 CNBC PLAZA, 900 SYLVAN AVENUE ENGLEWOOD CLIFFS, NJ 07632 | Â X | Â | Â | Â |

Signatures

/s/ David Zaslav 03/04/2005

 **Signature of Date
 Reporting Person

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) The option becomes exercisable in twenty-four (24) equal monthly installments beginning on August 5, 2004, and continuing thereafter on each monthly anniversary of the grant date specified in Column 3.
 Pursuant to an agreement with NBC Universal, Inc. (fka National Broadcasting Company, Inc.) ("NBCU") of which Mr. Zaslav is an Executive Vice President. Mr. Zaslav holds any options that he receives from TiVo in connection with his services as a representative of NBCU. Mr. Zaslav disclaims beneficial ownership of these securities and this report shall not be deemed an admission that Mr. Zaslav is the beneficial ownership of such securities for purposes of Section 16 of any other purpose.
- (2) The option becomes exercisable in twenty-four (24) equal monthly installments beginning on August 7, 2003, and continuing thereafter on each monthly anniversary of the grant date specified in Column 3.

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- (4) The option becomes exercisable in twenty-four (24) equal monthly installments beginning on August 2, 2002, and continuing thereafter on each monthly anniversary of the grant date specified in Column 3.
- (5) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.