

RAMSAY MICHAEL
Form 4
August 03, 2007

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 *
RAMSAY MICHAEL

(Last) (First) (Middle)

TIVO INC, 2160 GOLD STREET,
PO BOX 2160

(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)

08/01/2007

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)

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 or Price					
Common Stock ⁽¹⁾	08/01/2007		A		4,200	A	\$ 0	1,013,229	D	
Common Stock	08/01/2007		S ⁽²⁾		10,000	D	\$ 5.5107	1,003,229	D	
Common Stock	08/01/2007		S ⁽²⁾		10,000	D	\$ 5.5021	993,229	D	
Common Stock	08/02/2007		F		1,787	D	\$ 5.84	991,442	D	

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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)

Table with 8 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, and Amount or Number of Shares. Includes entry for Stock Option with price \$5.53 and date 08/01/2007.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAMSAY MICHAEL TIVO INC 2160 GOLD STREET, PO BOX 2160 ALVISO, CA 95002 X

Signatures

Phyllis Mesec, Attorney-in-Fact for: Michael Ramsay

08/03/2007

**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 shall vest 100% on first anniversary of grant.
(2) This was an automatic disposition of shares pursuant to a 10b5-1 plan, as defined under the Securities Exchange Act of 1934, as amended.
(3) Average Sales Price - Actual sales prices ranged from \$5.4701 - \$5.61.
(4) Average Sales Price - Actual sales prices ranged from \$5.4701-\$5.61.

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(5) These shares have been surrendered to pay taxes applicable to the vesting of restricted stock.

(6) Stock Option shall vest 100% on the first anniversary of grant.

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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