

Kato Nancy
 Form 4
 December 31, 2009

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 *
 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)
 12/30/2009

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 or Price | | |
| Common Stock | 12/30/2009 | | M | | 629 A \$ 6.34 | 93,629 | D |
| Common Stock | 12/30/2009 | | S ⁽¹⁾ | | 629 D \$ 10.1141 | 93,000 | D |
| Common Stock | 12/30/2009 | | M | | 122 A \$ 6.34 | 93,122 | D |
| Common Stock | 12/30/2009 | | S ⁽¹⁾ | | 122 D \$ 10.1141 | 93,000 | 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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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy) | \$ 6.34 | 12/30/2009 | | M ⁽¹⁾ | 629 | 07/07/2006 06/07/2016 | Common Stock | 629 |
| Non-Qualified Stock Option (right to buy) | \$ 6.34 | 12/30/2009 | | M ⁽¹⁾ | 122 | 07/07/2006 06/07/2016 | Common Stock | 122 |

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 Kato
Date: 12/31/2009

__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 Exchange Act of 1934, as amended.

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- (2) Averages Sales Price - Actual sale prices range from \$9.87 - \$10.2630. The reporting person will provide, upon request, full information regarding the number of shares sold at each separate price.

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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