

Klugman Jeffrey L  
 Form 4  
 February 09, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**Klugman Jeffrey L**

(Last) (First) (Middle)  
 2160 GOLD STREET  
 (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)  
 02/08/2012

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)

SVP Products & Revenue

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 02/08/2012                           |  | M                              | 589   | A \$ 7.24   | 162,082  | D                                 |
| Common Stock                    | 02/08/2012                           |  | S <sup>(1)</sup>               | 589   | D \$ 11.97  | 161,493  | D                                 |
| Common Stock                    | 02/08/2012                           |  | M                              | 1,675   | A \$ 7.49   | 163,168  | D                                 |
| Common Stock                    | 02/08/2012                           |  | S <sup>(1)</sup>               | 1,675   | D \$ 11.97  | 161,493  | D                                 |
| Common Stock                    | 02/08/2012                           |  | M                              | 6,452   | A \$ 8.94   | 167,945  | D                                 |

Edgar Filing: Klugman Jeffrey L - Form 4

|              |            |                  |       |   |          |         |   |
|--------------|------------|------------------|-------|---|----------|---------|---|
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 6,452 | D | \$ 11.97 | 161,493 | D |
| Common Stock | 02/08/2012 | M                | 4,157 | A | \$ 8.94  | 165,650 | D |
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 4,157 | D | \$ 11.97 | 161,493 | D |
| Common Stock | 02/08/2012 | M                | 372   | A | \$ 8.94  | 161,865 | D |
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 372   | D | \$ 11.97 | 161,493 | D |
| Common Stock | 02/08/2012 | M                | 3,613 | A | \$ 6.18  | 165,106 | D |
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 3,613 | D | \$ 11.97 | 161,493 | D |
| Common Stock | 02/08/2012 | M                | 1,606 | A | \$ 6.18  | 163,099 | D |
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 1,606 | D | \$ 11.97 | 161,493 | D |
| Common Stock | 02/08/2012 | M                | 775   | A | \$ 7.24  | 162,268 | D |
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 775   | D | \$ 11.97 | 161,493 | D |
| Common Stock | 02/08/2012 | M                | 47    | A | \$ 6.06  | 161,540 | D |
| Common Stock | 02/08/2012 | S <sup>(1)</sup> | 47    | D | \$ 11.97 | 161,493 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

Edgar Filing: Klugman Jeffrey L - Form 4

|   |         |            | Code             | V | (A) | (D)   | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|---|---------|------------|------------------|---|-----|-------|------------------|-----------------|--------------|----------------------------|
| Incentive Stock Option (right to buy)     | \$ 6.06 | 02/08/2012 | M <sup>(1)</sup> |   |     | 47    | 05/22/2005       | 04/22/2015      | Common Stock | 47                         |
| Incentive Stock Option (right to buy)     | \$ 6.18 | 02/08/2012 | M <sup>(1)</sup> |   |     | 1,606 | 04/21/2007       | 03/21/2017      | Common Stock | 1,606                      |
| Incentive Stock Option (right to buy)     | \$ 7.24 | 02/08/2012 | M <sup>(1)</sup> |   |     | 775   | 04/29/2006       | 03/29/2016      | Common Stock | 775                        |
| Incentive Stock Option (right to buy)     | \$ 8.94 | 02/08/2012 | M <sup>(1)</sup> |   |     | 4,157 | 04/26/2008       | 03/26/2018      | Common Stock | 4,157                      |
| Incentive Stock Option (right to buy)     | \$ 8.94 | 02/08/2012 | M <sup>(1)</sup> |   |     | 372   | 04/26/2008       | 03/26/2018      | Common Stock | 372                        |
| Non-Qualified Stock Option (right to buy) | \$ 6.18 | 02/08/2012 | M <sup>(1)</sup> |   |     | 3,613 | 04/21/2007       | 03/21/2017      | Common Stock | 3,613                      |
| Non-Qualified Stock Option (right to buy) | \$ 7.24 | 02/08/2012 | M <sup>(1)</sup> |   |     | 589   | 04/29/2006       | 03/29/2016      | Common Stock | 589                        |
| Non-Qualified Stock Option (right to buy) | \$ 7.49 | 02/08/2012 | M <sup>(1)</sup> |   |     | 1,675 | 08/01/2010       | 06/22/2017      | Common Stock | 1,675                      |
| Non-Qualified Stock Option (right to buy) | \$ 8.94 | 02/08/2012 | M <sup>(1)</sup> |   |     | 6,452 | 04/26/2008       | 03/26/2018      | Common Stock | 6,452                      |

## Reporting Owners

| Reporting Owner Name / Address                            | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Klugman Jeffrey L<br>2160 GOLD STREET<br>ALVISO, CA 95002 |               |           | SVP Products & Revenue |       |

## Signatures

By: Attorney-in-Fact Sheryl Andersen For: Jeffrey L. Klugman 02/09/2012

\_\_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.