

Klugman Jeffrey L  
 Form 4  
 June 05, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
**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)  
 06/03/2009

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)  
 SVP, GM Servic Provider Div

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	(A) or (D)	Price	
Common Stock	06/03/2009		M		23,001	A	\$ 6.18 118,004	D
Common Stock	06/03/2009		M		20,000	A	\$ 7.18 138,004	D
Common Stock	06/03/2009		M		75,833	A	\$ 7.24 213,837	D
Common Stock	06/03/2009		M		20,000	A	\$ 7.93 233,837	D
Common Stock	06/03/2009		S <sup>(1)</sup>		86,887	D	\$ 9.67 146,950	D

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Common Stock	06/03/2009	S <sup>(1)</sup>	6,668	D	\$ 9.69	140,282	D
Common Stock	06/03/2009	S <sup>(1)</sup>	24,708	D	\$ 9.77	115,574	D
Common Stock	06/03/2009	S <sup>(1)</sup>	6,666	D	\$ 9.91	108,908	D
Common Stock	06/03/2009	S <sup>(1)</sup>	6,666	D	\$ 10.31	102,242	D
Common Stock	06/03/2009	S <sup>(1)</sup>	6,668	D	\$ 10.7	95,574	D
Common Stock	06/03/2009	S <sup>(1)</sup>	571	D	\$ 9.79	95,003	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.**

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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 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 or Number of Shares
Stock Option (right to buy)	\$ 6.18	06/03/2009		M <sup>(1)</sup>	23,001	04/21/2007	03/21/2017	Common Stock	23,001
Stock Option (right to buy)	\$ 7.18	06/03/2009		M <sup>(1)</sup>	20,000	06/03/2004	05/03/2014	Common Stock	20,000
Stock Option (right to buy)	\$ 7.24	06/03/2009		M <sup>(1)</sup>	75,833	04/29/2006	03/29/2016	Common Stock	75,833
	\$ 7.93	06/03/2009		M <sup>(1)</sup>	20,000	06/28/2003	05/28/2013		20,000

