

Klugman Jeffrey L  
 Form 4  
 April 22, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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)  
**C/O 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)  
**04/21/2009**

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, SVC Provider Division**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/21/2009		M <sup>(1)</sup>		33,854	A	\$ 4.14
Common Stock	04/21/2009		M <sup>(1)</sup>		10,317	A	\$ 4.44
Common Stock	04/21/2009		M <sup>(1)</sup>		23,958	A	\$ 6.06
Common Stock	04/21/2009		S		33,854	D	\$ 7.4494 <sup>(2)</sup>
Common Stock	04/21/2009		S		10,317	D	\$ 7.55 <sup>(2)</sup>



## Signatures

Phyllis Mesec, Attorney-in-Fact for: Jeffrey  
Klugman

04/22/2009

\_\_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 by the Securities and Exchange Act of 1934, as amended.
  - (2) Average Sales price - Actual sales prices ranged from \$7.33 to \$7.57. 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.

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.