Zinn Matthew
Form 4
October 28, 2009

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zinn Matthew

(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)
10/26/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, General Cousel

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	10/26/2009		M		11,491	A	$ 6.18	107,369	D	
Common Stock	10/26/2009		S(1)		11,491	D	$ 12.2402 (2)	95,878	D	
Common Stock	10/26/2009		M		3,542	A	$ 7.18	99,420	D	
Common Stock	10/26/2009		S(1)		3,542	D	$ 12.18	95,878	D	
Common Stock	10/26/2009		M		6,458	A	$ 7.18	102,336	D	

Common Stock	10/26/2009		S[(1)]	6,458	D	$ 12.18	95,878	D
Common Stock	10/26/2009		M	14,994	A	$ 7.24	110,872	D
Common Stock	10/26/2009		S[(1)]	14,994	D	$ 12.24	95,878	D
Common Stock	10/26/2009		M	11,256	A	$ 7.24	107,134	D
Common Stock	10/26/2009		S[(1)]	11,256	D	$ 12.24	95,878	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Incentive Stock Option (right to buy)	$ 7.18	10/26/2009		M[(1)]			3,542	06/03/2004	05/03/2014	Common Stock	3
Incentive Stock Option (right to buy)	$ 7.24	10/26/2009		M[(1)]			11,256	04/29/2006	03/29/2016	Common Stock	11
Non-Qualified Stock Option (right to buy)	$ 6.18	10/26/2009		M[(1)]			11,491	04/21/2007	03/21/2017	Common Stock	11
Non-Qualified Stock Option (right to buy)	$ 7.18	10/26/2009		M[(1)]			6,458	06/03/2004	05/03/2014	Common Stock	6
Non-Qualified Stock Option (right to buy)	$ 7.24	10/26/2009		M[(1)]			14,994	04/29/2006	03/29/2016	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zinn Matthew 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160			SVP, General Cousel	

Signatures

By: Attorney-in-Fact Phyllis Mesec For: Matthew Zinn	10/28/2009
**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.

(2) Averages Sales Price - Actual sale prices range from $11.86 - $12.61. 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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