

Phillips Charles  
Form 4  
February 14, 2012

# 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 \*  
Phillips Charles

2. Issuer Name and Ticker or Trading Symbol  
TIVO INC [TIVO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

2160 GOLD STREET

02/13/2012

SVP Engineering & Ops

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ALVISO, CA 95002

(City) (State) (Zip)

### 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: Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/13/2012		M		\$ 6.18	D	
Common Stock	02/13/2012		S <sup>(1)</sup>		12.246	D	
Common Stock	02/13/2012		M		\$ 6.78	D	
Common Stock	02/13/2012		S <sup>(1)</sup>		12.246	D	
	02/13/2012		M		\$ 6.78	D	

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Common  
Stock

Common Stock	02/13/2012		<u>S</u> <sup>(1)</sup>	13,275	D	\$ 12.246 <u>(2)</u>	132,330	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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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 6.18	02/13/2012		<u>M</u> <sup>(1)</sup>	2,500	04/21/2007 03/21/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 6.78	02/13/2012		<u>M</u> <sup>(1)</sup>	13,275	11/09/2006 10/08/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.78	02/13/2012		<u>M</u> <sup>(1)</sup>	6,085	11/09/2006 10/08/2016	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships
Phillips Charles 2160 GOLD STREET ALVISO, CA 95002	Director 10% Owner Officer Other  SVP Engineering & Ops

## Signatures

By: Attorney-in-fact Sheryl Andersen For: Charles Dan  
Phillips

02/14/2012

\_\_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.
- (2) Averages Sales Price - Actual sale prices range from \$12.21 - \$12.29 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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