

TIVO INC
Form 4
April 19, 2006

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 *
ROBERTS MARK ANDREW

(Last) (First) (Middle)
TIVO INC, 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)
04/17/2006

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 of Consumer Products & Ops

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 or Price		
Common Stock	04/17/2006		M		2,688 A \$ 5.43	D	
Common Stock	04/17/2006		M		2,847 A \$ 5.46	D	
Common Stock	04/17/2006		M		2,277 A \$ 6.3125	D	
Common Stock	04/17/2006		M		1,056 A \$ 6.3125	D	
Common Stock	04/17/2006		M		23,333 A \$ 7.18	D	

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Common Stock	04/17/2006		S	32,201	D	\$ 9,3949 <u>(1)</u>	27,016	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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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.43	04/17/2006 ⁽²⁾		M	2,688	05/24/2003 04/24/2013	Common Stock	2,688	
Stock Option (right to buy)	\$ 5.46	04/17/2006 ⁽²⁾		M	2,847	02/23/2003 01/23/2013	Common Stock	2,847	
Stock Option (right to buy)	\$ 6.3125	04/17/2006 ⁽²⁾		M	2,277	03/06/2001 02/06/2011	Common Stock	2,277	
Stock Option (right to buy)	\$ 6.3125	04/17/2006 ⁽²⁾		M	1,056	03/06/2001 02/06/2011	Common Stock	1,056	
Stock Option (right to buy)	\$ 7.18	04/17/2006 ⁽²⁾		M	23,333	06/03/2004 05/03/2014	Common Stock	23,333	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS MARK ANDREW TIVO INC 2160 GOLD STREET ALVISO, CA 95002			SVP of Consumer Products & Ops	

Signatures

Phyllis Mesec, Attorney-in-Fact for: Mark Roberts	04/19/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Average Sales Price - Actual sales prices range from \$9.37 - \$9.48.
 - (2) 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.