

Zinn Matthew
Form 4
October 28, 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 *
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
 Officer (give title below) _____ Other (specify below)
SVP, General Counsel

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 | (D) | Price |
| Common Stock | 10/26/2009 | | M | | 11,491 | A | \$ 6.18 |
| | | | | | | | 107,369 |
| Common Stock | 10/26/2009 | | S ⁽¹⁾ | | 11,491 | D | \$ 12.2402 |
| | | | | | | | <u>(2)</u> |
| Common Stock | 10/26/2009 | | M | | 3,542 | A | \$ 7.18 |
| | | | | | | | 99,420 |
| Common Stock | 10/26/2009 | | S ⁽¹⁾ | | 3,542 | D | \$ 12.18 |
| | | | | | | | 95,878 |
| Common Stock | 10/26/2009 | | M | | 6,458 | A | \$ 7.18 |
| | | | | | | | 102,336 |

Edgar Filing: Zinn Matthew - Form 4

| | | | | | | | |
|--------------|------------|------------------|--------|---|----------|---------|---|
| 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.

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.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Incentive Stock Option (right to buy) | \$ 7.18 | 10/26/2009 | | M ⁽¹⁾ | 3,542 | 06/03/2004 05/03/2014 | Common Stock | 3,542 | |
| Incentive Stock Option (right to buy) | \$ 7.24 | 10/26/2009 | | M ⁽¹⁾ | 11,256 | 04/29/2006 03/29/2016 | Common Stock | 11,256 | |
| Non-Qualified Stock Option (right to buy) | \$ 6.18 | 10/26/2009 | | M ⁽¹⁾ | 11,491 | 04/21/2007 03/21/2017 | Common Stock | 11,491 | |
| Non-Qualified Stock Option (right to buy) | \$ 7.18 | 10/26/2009 | | M ⁽¹⁾ | 6,458 | 06/03/2004 05/03/2014 | Common Stock | 6,458 | |
| Non-Qualified Stock Option (right to buy) | \$ 7.24 | 10/26/2009 | | M ⁽¹⁾ | 14,994 | 04/29/2006 03/29/2016 | Common Stock | 14,994 | |

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 Counsel | |

Signatures

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

__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. 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.