

Klugman Jeffrey L  
 Form 4  
 December 18, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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

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)  
 2160 GOLD STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/14/2012

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

SVP Products & Revenue

ALVISO, CA 95002

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

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock                    | 12/14/2012                           |  | M                              |   | 531 A \$ 7.24   | 167,026  | D                                 |
| Common Stock                    | 12/14/2012                           |  | S <sup>(1)</sup>               |   | 531 D \$ 12.95  | 166,495  | D                                 |
| Common Stock                    | 12/14/2012                           |  | M                              |   | 5,829 A \$ 8.94   | 172,324  | D                                 |
| Common Stock                    | 12/14/2012                           |  | S <sup>(1)</sup>               |   | 5,829 D \$ 12.95  | 166,495  | D                                 |
| Common Stock                    | 12/14/2012                           |  | M                              |   | 3,252 A \$ 6.18   | 169,747  | D                                 |

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|              |            |                  |       |   |          |         |   |
|--------------|------------|------------------|-------|---|----------|---------|---|
| Common Stock | 12/14/2012 | S <sup>(1)</sup> | 3,252 | D | \$ 12.95 | 166,495 | D |
| Common Stock | 12/14/2012 | M                | 1,447 | A | \$ 6.18  | 167,942 | D |
| Common Stock | 12/14/2012 | S <sup>(1)</sup> | 1,447 | D | \$ 12.95 | 166,495 | D |
| Common Stock | 12/14/2012 | M                | 698   | A | \$ 7.24  | 167,193 | D |
| Common Stock | 12/14/2012 | S <sup>(1)</sup> | 698   | D | \$ 12.95 | 166,495 | D |
| Common Stock | 12/14/2012 | M                | 43    | A | \$ 6.06  | 166,538 | D |
| Common Stock | 12/14/2012 | S <sup>(1)</sup> | 43    | D | \$ 12.95 | 166,495 | D |

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Incentive Stock Option (right to buy)      | \$ 6.06  | 12/14/2012                           |  | M <sup>(1)</sup>               | 43  | 05/22/2005 04/22/2015                                    | Common Stock  | 43                         |
| Incentive Stock Option (right to buy)      | \$ 6.18  | 12/14/2012                           |  | M <sup>(1)</sup>               | 1,447   | 04/21/2007 03/21/2017                                    | Common Stock  | 1,447                      |
| Incentive Stock Option (right to buy)      | \$ 7.24  | 12/14/2012                           |  | M <sup>(1)</sup>               | 698   | 04/29/2006 03/29/2016                                    | Common Stock  | 698                        |

