

Kato Nancy
 Form 4
 July 02, 2009

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 *

Kato Nancy

(Last) (First) (Middle)
 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)
 06/30/2009

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, Human Resources

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 (A) or (D) Price | | |
| Common Stock | 06/30/2009 | | M | | 7,464 A \$ 6.34 | 103,521 | D |
| Common Stock | 06/30/2009 | | M | | 2,239 A \$ 6.71 | 105,760 | D |
| Common Stock | 06/30/2009 | | S ⁽¹⁾ | | 9,703 D \$ 10.522 ⁽²⁾ | 96,057 | D |
| Common Stock | 07/01/2009 | | S ⁽¹⁾ | | 3,057 D \$ 10.7147 ⁽³⁾ | 93,000 | D |

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

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- (2) Averages Sales Price - Actual sales prices ranged from \$10.4509 - \$10.6009. The reporting person will provide, upon request, full information regarding the number of shares sold at each separate price.
- (3) Averages Sales Price - Actual sales prices ranged from \$10.51 - \$10.8722. 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.