

TIVO INC
Form 4
January 14, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
ROGERS THOMAS S

(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)
01/12/2015

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)
President and CEO

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 | 01/12/2015 | | M | | 37,455 | A | \$ 6.52 |
| Common Stock | 01/12/2015 | | S ⁽¹⁾ | | 37,455 | D | \$ 10.6166 |
| Common Stock | 01/12/2015 | | D ⁽³⁾ | | 30,496 | D | \$ 10.69 |
| Common Stock | 01/12/2015 | | F ⁽⁴⁾ | | 7,203 | D | \$ 10.69 |
| Common Stock | 01/12/2015 | | M | | 50,000 | A | \$ 6.52 |

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Common Stock 01/13/2015 S⁽¹⁾ 12,301 D \$ 10.7252 1,921,201 D (5)

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option (right to buy) | \$ 6.52 | 01/12/2015 | | M | 37,455 | 08/01/2005 07/01/2015 | Common Stock 37 |
| Stock Appreciation Rights | \$ 6.52 | 01/12/2015 | | M | 50,000 | 08/01/2005 07/01/2015 | Common Stock 50 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROGERS THOMAS S 2160 GOLD STREET ALVISO, CA 95002 | X | | President and CEO | |

Signatures

By: Attorney-in-fact Phyllis Mesec For: Thomas S. Rogers

01/14/2015

__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).

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- (1) These shares were sold under a 10b5-1 plan that the reporting person entered into on 12/12/2014 and includes only those stock options and stock appreciation rights with an expiration date of 7/1/2015.
- (2) Weighted Average Sales Price - Actual sale prices range from \$10.58 - \$10.67. The reporting person will provide the SEC staff, the company or a security holder of the company the relevant information regarding sales at each respective price within the range.
- (3) The cost of the 50,000 shares was \$326,000 equal to 30,496 shares of TiVo stock, with a remainder of 19,504 shares of which 7,203 were withheld for taxes and 12,301 sold on 1/13/15.
- (4) These shares have been surrendered to the Company to pay taxes applicable to the exercising of Stock Appreciation Rights.
- (5) Weighted Average Sales Price - Actual sale prices range from \$10.69 - \$10.76. The reporting person will provide the SEC staff, the company or a security holder of the company the relevant information regarding sales at each respective price within the range.

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.