

ROGERS THOMAS S
Form 4
January 02, 2013

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 *
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)
12/31/2012

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	(A) or (D)	Price
Common Stock	12/31/2012		M		174,216	A	\$ 6.52
Common Stock	12/31/2012		S		174,216	D	\$ 12.1657 (1)
Common Stock	12/31/2012		M		107,628	A	\$ 6.74
Common Stock	12/31/2012		S		107,628	D	\$ 12.2204 (2)
	12/31/2012		M		29,672	A	\$ 6.74

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Common Stock							
Common Stock	12/31/2012		S	29,672	D	\$ 12.2204 (2)	1,206,826 D
Common Stock	12/31/2012		M	30,000	A	\$ 9.05	1,236,826 D
Common Stock	12/31/2012		S	30,000	D	\$ 12.2689 (3)	1,206,826 D
Common Stock	12/31/2012		M	20,000	A	\$ 7.4	1,226,826 D
Common Stock	12/31/2012		S	20,000	D	\$ 12.2689 (3)	1,206,826 D
Common Stock	12/31/2012		M	112,700	A	\$ 6.74	1,319,526 D
Common Stock	12/31/2012		S	112,700	D	\$ 12.2116 (4)	1,206,826 (5) 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	A
Non-Qualified Stock Option (right to buy)	\$ 6.52	12/31/2012		M	174,216	08/01/2005	07/01/2015	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 6.74	12/31/2012		M	107,628	11/11/2004	10/11/2014	Common Stock	1

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Non-Qualified Stock Option (right to buy)	\$ 6.74	12/31/2012	M	29,672	11/11/2004	10/11/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 6.74	12/31/2012	M	112,700	11/11/2004	10/11/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.4	12/31/2012	M	20,000	10/25/2003	09/25/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 9.05	12/31/2012	M	30,000	04/28/2004	03/28/2014	Common Stock

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 Sheryl Andersen For: Thomas S. Rogers
01/02/2013

__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) Weighted Average Sales Price - Actual sale prices range from \$12.15 - \$12.20. 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.
- (2) Weighted Average Sales Price - Actual sale prices range from \$12.20 - \$12.26. 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) Weighted Average Sales Price - Actual sale prices range from \$12.23 - \$12.31. 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.
- (4) Weighted Average Sales Price - Actual sale prices range from \$12.17 - \$12.30. 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.

As of December 31, 2012, Mr. Rogers' beneficial ownership after the exercise of the reported transactions is 5,371,417 shares. This includes 3,694,242 shares Mr. Rogers has the right to acquire pursuant to outstanding options exercisable within 60 days of December 31, 2012. Also included in these numbers are 470,349 shares Mr. Rogers could attain upon the exercises of his stock appreciation rights

- (5) within 60 days of December 31, 2012 (based on the closing share price of \$12.31 on December 31, 2012). Also includes 650,000 shares of restricted stock, which cannot be sold or transferred by Mr. Rogers prior to their vesting. These shares are otherwise generally subject to forfeiture back to TiVo upon Mr. Rogers' cessation of employment or service with TiVo under certain defined circumstances prior to the vesting of the shares. Also included in this amount is 233,310 RSUs that will vest within 60 days of December 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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