

TIVO INC

Form 4

February 19, 2015

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

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

OMB APPROVAL

OMB
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(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)
02/17/2015

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)
Common Stock	02/17/2015		M	37,455	A \$ 6.52	1,958,656	D
Common Stock	02/17/2015		S ⁽¹⁾	37,455	D \$ 10.8212	1,921,201	D
Common Stock	02/17/2015		M	50,000	A \$ 6.52	1,971,201	D
Common Stock	02/17/2015		D ⁽³⁾	29,964	D \$ 10.88	1,941,237	D
Common Stock	02/17/2015		F ⁽⁴⁾	7,440	D \$ 10.88	1,933,797	D

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.52	02/17/2015		M	37,455	08/01/2005 07/01/2015	Common Stock	37
Stock Appreciation Rights	\$ 6.52	02/17/2015		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 Jacob Starkweather For: Thomas S. Rogers 02/19/2015

__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).

- (1) These shares were sold under a 10b5-1 plan that the reporting person most recently amended on January 15, 2015 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 \$10.75 - \$11.06. 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.

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- (3) The cost of the 50,000 shares was \$326,000 equal to 29,964 shares of TiVo stock, with a remainder of 20,036 shares of which 7,440 were withheld for taxes.
- (4) These shares have been surrendered to the Company to pay taxes applicable to the exercising of Stock Appreciation Rights.

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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