TIVO INC
Form 4
April 29, 2015

FORM 4

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

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

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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).

(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)
04/27/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	04/27/2015		M		37,465	A	$ 6.52	2,047,744	D	
Common Stock	04/27/2015		S[(1)]		37,465	D	$ 11.3522 [(2)]	2,010,279	D	
Common Stock	04/27/2015		M		50,000	A	$ 6.52	2,060,279	D	
Common Stock	04/27/2015		D[(3)]		28,876	D	$ 11.29	2,031,403	D	
Common Stock	04/27/2015		F[(4)]		10,937	D	$ 11.29	2,020,466	D	

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

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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 Amo Underlying Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Non-Qualified Stock Option (right to buy)	$ 6.52	04/27/2015		M[(1)]			37,465	08/01/2005	07/01/2015	Common Stock	37
Stock Appreciation Rights	$ 6.52	04/27/2015		M[(1)]			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	04/28/2015
**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 July 1, 2015.

(2) Weighted Average Sales Price - Actual sale prices range from $11.28 to $11.39. 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 28,876 shares of TiVo stock, with a remainder of 21,124 shares of which 10,937 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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