

TIVO INC

Form 4

April 19, 2006

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 *
ROBERTS MARK ANDREW

(Last) (First) (Middle)

TIVO INC, 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)

04/17/2006

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 of Consumer Products & Ops

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	04/17/2006		M		2,688	A	\$ 5.43	29,704	D
Common Stock	04/17/2006		M		2,847	A	\$ 5.46	32,551	D
Common Stock	04/17/2006		M		2,277	A	\$ 6.3125	34,828	D
Common Stock	04/17/2006		M		1,056	A	\$ 6.3125	35,884	D
Common Stock	04/17/2006		M		23,333	A	\$ 7.18	59,217	D

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Common	04/17/2006				\$		
Stock		S	32,201	D	9,394	27,016	D
					(1)		

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.43	04/17/2006 ⁽²⁾		M		2,688		05/24/2003	04/24/2013	Common Stock	2,688
Stock Option (right to buy)	\$ 5.46	04/17/2006 ⁽²⁾		M		2,847		02/23/2003	01/23/2013	Common Stock	2,847
Stock Option (right to buy)	\$ 6.3125	04/17/2006 ⁽²⁾		M		2,277		03/06/2001	02/06/2011	Common Stock	2,277
Stock Option (right to buy)	\$ 6.3125	04/17/2006 ⁽²⁾		M		1,056		03/06/2001	02/06/2011	Common Stock	1,056
Stock Option (right to buy)	\$ 7.18	04/17/2006 ⁽²⁾		M		23,333		06/03/2004	05/03/2014	Common Stock	23,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBERTS MARK ANDREW TIVO INC 2160 GOLD STREET ALVISO, CA 95002			SVP of Consumer Products & Ops	

Signatures

Phyllis Mesec, Attorney-in-Fact for: Mark Roberts	04/19/2006
__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) Average Sales Price - Actual sales prices range from \$9.37 - \$9.48.
- (2) This was an automatic disposition of shares pursuant to a 10b5-1 Plan, as defined under the Securities Exchange Act of 1934, as amended.

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.