

Phillips Charles  
Form 3  
June 25, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Phillips Charles		(Month/Day/Year)	TIVO INC [TIVO]	
(Last)	(First)	(Middle)	06/21/2010	
2160 GOLD STREET, P.O. BOX 2160			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
ALVISO, CA 95002-2160			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP Engineering & Operations	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	132,499 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Incentive Stock Option (right to buy)	Â (2)	03/21/2017	Common Stock 2,500 (3) \$ 6.18	D Â
Incentive Stock Option (right to buy)	Â (4)	10/08/2016	Common Stock 13,275 (5) \$ 6.78	D Â
Incentive Stock Option (right to buy)	Â (6)	03/26/2018	Common Stock 10,313 (7) \$ 8.94	D Â
Non-Qualified Stock Option (right to buy)	Â (2)	03/21/2017	Common Stock 10,000 (8) \$ 6.18	D Â
Non-Qualified Stock Option (right to buy)	Â (4)	10/08/2016	Common Stock 6,085 (9) \$ 6.78	D Â
Non-Qualified Stock Option (right to buy)	Â (6)	03/26/2018	Common Stock 8,250 (10) \$ 8.94	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillips Charles 2160 GOLD STREET P.O. BOX 2160 ALVISO, CA 95002-2160	Â	Â	Â SVP Engineering & Operations	Â

## Signatures

By: Attorney-in-Fact Sheryl Andersen For: Charles D Phillips 06/25/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) This is comprised of 17,499 unvested Restricted Stock Units granted on 2/17/2009 of which 3,501 units will vest on 2/17/2011 and 6,999 units will vest on 2/17/2012 and 2/17/2013; 75,000 Restricted stock units granted on 11/16/2009 of which 25,000 units will vest on 11/16/2010, 11/16/2011, and 11/16/2012; and 40,000 Restricted Stock Award granted on 03/26/2010 of which 6,668 shares will vest on 3/26/2011 and 3/26/2012 and 13,332 shares will vest on 3/26/2013 and 3/26/2014.
- (2) This option was granted on 3/21/2007 and vests 1/48 per month for 48 months.
- (3) This option consists of 2,500 shares all of which are unvested.
- (4) This option was granted on 10/9/2006; 25% vested on the first anniversary of the grant with the remaining 75% vesting monthly for 36 months.
- (5) This option consists of 7,375 shares that are vested and exercisable and 5,900 shares that have not yet been vested.
- (6) This option was granted on 3/26/2008 and vests 1/48 per month for 48 months.
- (7) This option consists of 10,313 shares all of which are unvested.

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- (8) This option consists of 5,000 shares that are vested and exercisable and 5,000 shares that have not yet been vested.
- (9) This option consists of 3,651 shares that are vested and exercisable and 2,434 shares that have not yet been vested.
- (10) This option consists of 3,437 shares that are vested and exercisable and 4,813 shares that have not yet been vested.

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.