

TIVO INC  
Form 4  
February 25, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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)  
**02/22/2015**

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)
			Code	V	Amount	(D)	Price
Common Stock	02/22/2015		F <sup>(1)</sup>		22,376	D	\$ 10.83
Common Stock	02/23/2015		M		37,455	A	\$ 6.52
Common Stock	02/23/2015		S <sup>(2)</sup>		37,455	D	\$ 10.6082
Common Stock	02/23/2015		M		50,000	A	\$ 6.52
Common Stock	02/23/2015		D <sup>(4)</sup>		30,755	D	\$ 10.6

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Common Stock      02/23/2015      F<sup>(5)</sup>      9,956      D      \$ 10.6      1,920,710      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      SEC 1474 (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)
Non-Qualified Stock Option (right to buy)	\$ 6.52	02/23/2015		M <sup>(2)</sup>	37,455	08/01/2005 07/01/2015	Common Stock 37
Stock Appreciation Rights	\$ 6.52	02/23/2015		M <sup>(2)</sup>	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 Jacon Starkweather For: Thomas S. Rogers      02/25/2015

\_\_\_\_\_  
\*\*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 have been surrendered to the Company to pay taxes applicable to the vesting of restricted stock.

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- (2) 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.
- (3) Weighted Average Sales Price - Actual sale prices range from \$10.45 - \$10.80 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) The cost of the 50,000 shares was \$326,000 equal to 30,755 shares of TiVo stock, with a remainder of 19,245 shares of which 9,956 were withheld for taxes.
- (5) 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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