Kato Nancy
Form 3
June 09, 2006

# FORM 3

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

OMB APPROVAL

| | |
|---|---|
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## 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 *
Â Kato Nancy
(Last) (First) (Middle)

C/O TIVO,Â 2160 GOLD STREET
(Street)

ALVISO,Â CAÂ 95002
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/07/2006

3. Issuer Name **and** Ticker or Trading Symbol
TIVO INC [tivo]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SVP, Human Resources

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

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 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 | 7,328 (1) | D | Â |

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

SEC 1473 (7-02)

**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.**

## 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 | | | |

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|---|---|---|---|---|---|---|---|
| Stock Options (right to buy) | Â (2) | 01/19/2015 | Common Stock | 100,000 (4) | $ 4.11 | D | Â |
| Stock Option (right to buy) | Â (3) | 03/20/2016 | Common Stock | 45,000 (5) | $ 6.71 | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Kato Nancy<br>C/O TIVO<br>2160 GOLD STREET<br>ALVISO,Â CAÂ 95002 | Â | Â | Â SVP, Human Resources | Â |

# Signatures

| | |
|---|---|
| Sheryl Andersen, Attorney-in-Fact for: Nancy Kato | 06/09/2006 |
| **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)** Included in these shares are 4,833 shares of unvested restricted stock, which shall vest on 3/20/2007.

**(2)** These shares were granted on 1/19/2005 and vest 1/48th per month for 48 months.

**(3)** These shares were granted on 3/20/2006 and vest 1/48th per month for 48 months.

**(4)** These shares consist of 33,332 shares that are vested and exercisable and 66,668 shares that have not yet vested.

**(5)** These shares consist of 1,874 shares that are vested and exercisable and 43,126 shares that have not yet vested.

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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