### Edgar Filing: DIRECTV GROUP INC - Form 5

#### **DIRECTY GROUP INC**

Form 5

September 20, 2006

#### **OMB APPROVAL** FORM 5

## 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.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4

Transactions Reported

1. Name and Address of Reporting Person \*

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

3235-0362

January 31,

2005

1.0

Issuer

BOYD RALPH F JR

DIRECTV GROUP INC [DTV]

3. Statement for Issuer's Fiscal Year Ended

(Check all applicable)

(Month/Day/Year)

12/31/2005

X\_ Director 10% Owner Other (specify Officer (give title below)

below)

C/O THE DIRECTV GROUP, 2230 EAST IMPERIAL

**HIGHWAY** 

(Last)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

### EL SEGUNDO, Â CAÂ 90245

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

(City)

1. Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

(Middle)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Code

(Instr. 8)

Transaction

4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned at end

of Issuer's

6. Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Fiscal Year Amount (D) Price

(Instr. 3 and 4)

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 2270** (9-02)

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

Transaction

Derivative

5. Number of 6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (1)	Â	06/02/2004	Â	A4	2,000	Â	(2)	(2)	Common Stock	2,000
Restricted Stock Units (1)	Â	02/08/2005	Â	A4	4,000	Â	(2)	(2)	Common Stock	4,000

# **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Oth		
BOYD RALPH F JR C/O THE DIRECTV GROUP 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	ÂX	Â	Â	Â		

## **Signatures**

Janet L. Williamson, Attorney-in-Fact

\*\*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) The restricted stock units confer no voting rights and may not be sold, but automatically settle for an equivalent number of shares of common stock of the Issuer on the relevant vesting dates.
- Provided that the director remains in office through the end of the calendar year in which the restricted stock unit grant was awarded,

  (2) restricted stock units vest in four equal increments beginning January 1 following the grant year and thereafter for each of the following three years.
- (3) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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