BOYD RALPH F JR

Form 4

January 05, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

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Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * BOYD RALPH F JR

(First)

(State)

01/03/2007

2. Issuer Name and Ticker or Trading Symbol

DIRECTV GROUP INC [DTV]

Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Month/Day/Year) 01/03/2007

Officer (give title below)

10% Owner Other (specify

C/O THE DIRECTV GROUP, INC., 2230 EAST IMPERIAL **HIGHWAY**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

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

EL SEGUNDO, CA 90245

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(9-02)

(A)

2,500

Transaction(s) (Instr. 3 and 4)

4,500

(D) Price Code V Amount

(2)

D

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

 $M^{(1)}$

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

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D

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
Restricted Stock Units	<u>(2)</u>	01/03/2007		M(1)(5)	500	(3)	(3)	Common Stock	500
Restricted Stock Units	<u>(2)</u>	01/03/2007		M(1)(6)	1,000	(3)	(3)	Common Stock	1,000
Restricted Stock Units	<u>(2)</u>	01/03/2007		M(1)(7)	1,000	(3)	(3)	Common Stock	1,000

Reporting Owners

BOYD RALPH F JR C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245

X

Signatures

Janet L. Williamson, Attorney-in-Fact 01/05/2007

**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) Automatic settlement of restricted stock units into shares of common stock of the Issuer on distribution date.
- (2) 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 distribution dates.
- Provided that the director remains in office through the end of the calendar year in which the restricted stock unit grant was awarded,

 (3) restricted stock units are distributed in four equal increments beginning on the first trading day following the grant year and thereafter for each of the following three years.

Reporting Owners 2

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- (4) Not applicable.
- (5) These restricted stock units relate to a grant on 06/02/2004 pursuant to The DIRECTV Group, Inc. 2004 Stock Plan.
- (6) These restricted stock units relate to a grant on 02/08/2005 pursuant to The DIRECTV Group, Inc. 2004 Stock Plan.
- (7) These restricted stock units relate to a grant on 02/07/2006 pursuant to The DIRECTV Group, Inc. 2004 Stock Plan.

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.