Newcomb Nancy Form 4 January 05, 2007

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Newcomb Nancy

(First)

(Street)

(State)

Symbol DIRECTV GROUP INC [DTV] 5. Relationship of Reporting Person(s) to

Expires:

response...

Estimated average

10% Owner

Other (specify

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

below)

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

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

(Check all applicable)

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

HIGHWAY

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

Officer (give title

X 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

EL SEGUNDO, CA 90245

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s)

(Instr. 3 and 4) Price

1.000

Common Stock

01/03/2007

(D) Code V Amount $M^{(1)}$

(2)

7,000

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 Exer Expiration D (Month/Day	ate	7. Title and a Underlying S (Instr. 3 and	Securities	1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	01/03/2007		M(1)(5)	1,000	(3)	(3)	Common Stock	1,000	

D

Reporting Owners

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Rel	lation	ships

Reporting Owner Name / Address $\begin{array}{ccc} \text{Director} & 10\% & \text{Officer} & \text{Other} \end{array}$

Newcomb Nancy C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245



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 distributiondates.
- 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.
- (4) Not applicable.
- (5) 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.

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