CORNELIUS JAMES M

Form 4/A January 05, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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January 31,

2005

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Number:

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5. Relationship of Reporting Person(s) to

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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 *

CORNELIUS JAMES M Issuer Symbol DIRECTV GROUP INC [DTV] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify C/O THE DIRECTV GROUP, 01/03/2007 below) INC., 2230 EAST IMPERIAL **HIGHWAY**

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 01/05/2007 Form filed by More than One Reporting

EL SEGUNDO, CA 90245

(State)

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 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) (D) Price Code V Amount Common D

 $M^{(1)}$ 01/03/2007 2,500 $158,892 \frac{(8)}{}$ (2)Stock

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)	tive Expiration Date (Month/Day/Year) of		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

Rela	ationsh	ips

Reporting Owner Name / Address

Director 10%
Owner Officer Other

CORNELIUS JAMES M 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.
- (8) This amendment on Form 4/A is being filed solely to correct the amount of securities beneficially owned as reported in Table I.

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.