

AUSTRIAN NEIL R
Form 4
February 13, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
AUSTRIAN NEIL R

(Last) (First) (Middle)

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

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIRECTV GROUP INC [DTV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/12/2007		M ⁽³⁾	5,500 A <u>(3)</u>	10,000	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: AUSTRIAN NEIL R - Form 4

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Units	(1)	02/12/2007		M(3)(4)	500	(2) (2)	Common Stock	500
Restricted Stock Units	(1)	02/12/2007		M(3)(5)	2,000	(2) (2)	Common Stock	2,000
Restricted Stock Units	(1)	02/12/2007		M(3)(6)	3,000	(2) (2)	Common Stock	3,000
Deferred Stock Units	(8)	02/09/2007		A(9)	4,030	(8) (8)	Common Stock	4,030

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AUSTRIAN NEIL R C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	X			

Signatures

Jan Williamson,
Attorney-in-Fact

02/13/2007

**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) 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.

Ordinarily, 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 years. On February 6, 2007, the Compensation Committee and the Board of Directors accelerated the distribution date to February 12, 2007 for all outstanding vested and undistributed restricted stock units.

Edgar Filing: AUSTRIAN NEIL R - Form 4

- (3) Automatic settlement of restricted stock units into shares of common stock of the Issuer on distribution date.
- (4) These restricted stock units relate to a grant on 06/02/2004 pursuant to The DIRECTV Group, Inc. 2004 Stock Plan.
- (5) These restricted stock units relate to a grant on 02/08/2005 pursuant to The DIRECTV Group, Inc. 2004 Stock Plan.
- (6) These restricted stock units relate to a grant on 02/07/2006 pursuant to The DIRECTV Group, Inc. 2004 Stock Plan.
- (7) Not applicable.

- The deferred stock units confer no voting rights and may not be sold, but automatically settle for an equivalent number of shares of
- (8) common stock of the Issuer to be distributed to the Reporting Person in two equal annual installments beginning in January of the calendar year after the Reporting Person ceases to be a member of the Board of Directors.
 - (9) Deferral of receipt of the equity portion of the annual retainer paid to directors in shares of common stock based on closing price of the common stock on February 9, 2007.

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.