

BOYD RALPH F JR
Form 4
February 13, 2007

FORM 4

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

OMB APPROVAL

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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, 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 *
BOYD RALPH F JR

(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	02/09/2007		A ⁽⁴⁾	4,030 A \$ 24.82	8,530	D	
Common Stock	02/12/2007		M ⁽³⁾	5,500 A 13	14,030	D	

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

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SEC 1474
(9-02)

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

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)	8. Amount or Number of Shares
Restricted Stock Units	(1)	02/12/2007		M ⁽³⁾⁽⁵⁾	500	(2) (2)	Common Stock	500
Restricted Stock Units	(1)	02/12/2007		M ⁽³⁾⁽⁶⁾	2,000	(2) (2)	Common Stock	2,000
Restricted Stock Units	(1)	02/12/2007		M ⁽³⁾⁽⁷⁾	3,000	(2) (2)	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYD RALPH F JR 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.
- (2) 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

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distribution date to February 12, 2007 for all outstanding vested and undistributed restricted stock units.

- (3) Automatic settlement of restricted stock units into shares of common stock of the Issuer on distribution date.
- (4) 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.
- (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) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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