

LEE CHARLES R  
Form 4  
February 13, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
LEE CHARLES 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 <sup>(3)</sup>               | 5,500 A <u>(3)</u>  | 50,000  | 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)

**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 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 |
| LEE CHARLES R<br>C/O THE DIRECTV GROUP, INC.<br>2230 EAST IMPERIAL HIGHWAY<br>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.

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- (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 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.

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