CAREY CHASE Form 4 June 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CAREY CHASE			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
			DIRECTV GROUP INC [DTV]			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
C/O THE DIRECTV GROUP, INC., 2230 EAST IMPERIAL HIGHWAY			(Month/Day/Year) 06/01/2009	_X_ Director 10% OwnerX_ Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
EL SEGUNDO, CA 90245			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owne		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onor Dispos (Instr. 3,	ed of	` '	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2009		M(1)	50,000	A	\$ 15.69	680,892	D	
Common Stock	06/01/2009		F(2)	41,287	D	\$ 23.1182 (4)	639,605	D	
Common Stock	06/01/2009		S(3)	8,713	D	\$ 23.1182 (4)	630,892	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	actionDerivative Securities		Expiration Date (Month/Day/Year) (A) ed 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
Stock Option (right to buy)	\$ 15.69	06/01/2009	M(1)		50,000	03/16/2004	11/15/2009	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topolonia o Hint I tame, I tame	Director	10% Owner	Officer	Other			
CAREY CHASE C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	X		President and CEO				

Signatures

Jan Williamson, Attorney-in-Fact 06/03/2009

**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) Exercise of stock options granted pursuant to Rule 16b-3 qualified Incentive Plan (The DIRECTV Group, Inc. Amended and Restated 2004 Stock Plan).
- (2) Shares withheld from payment of exercise price and tax withholding.
- (3) Shares sold pursuant to a plan entered into on March 12, 2009, relating solely to stock options otherwise expiring September 6, 2009 and November 15, 2009 intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934.

(4) Shares sold in multiple transactions with an average execution price of \$23.1182

Reporting Owners 2

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(5) Employee stock option granted pursuant to Rule 16b-3 qualified Incentive Plan (The DIRECTV Group, Inc. Amended and Restated 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.