

CAREY CHASE
Form 4
August 03, 2009

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 *
CAREY CHASE

(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)
08/03/2009

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/03/2009		M ⁽¹⁾		71,040 A \$ 15.69	701,932	D
Common Stock	08/03/2009		F ⁽²⁾		55,849 D \$ 26.0965	646,083	D
Common Stock	08/03/2009		S ⁽⁴⁾		15,191 D \$ 26.0965	630,892	D
Common Stock	08/03/2009		M ⁽¹⁾		146,115 A \$ 18.5	777,007	D

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Common Stock	08/03/2009	<u>F</u> ⁽²⁾	123,468	D	\$ <u>(3)</u> 26.0965	653,539	D
Common Stock	08/03/2009	<u>S</u> ⁽⁴⁾	22,647	D	\$ <u>(3)</u> 26.0965	630,892	D
Common Stock	08/03/2009	<u>M</u> ⁽¹⁾	82,845	A	\$ 23.41	713,737	D
Common Stock	08/03/2009	<u>F</u> ⁽²⁾	78,525	D	\$ <u>(3)</u> 26.0965	635,212	D
Common Stock	08/03/2009	<u>S</u> ⁽⁴⁾	4,320	D	\$ <u>(3)</u> 26.0965	630,892	D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (right to buy)	\$ 15.69	08/03/2009		<u>M</u> ⁽¹⁾	71,040	11/15/2004	09/30/2009	Common Stock	71,040
Stock Option (right to buy)	\$ 18.5	08/03/2009		<u>M</u> ⁽¹⁾	146,115	<u>(6)</u>	09/30/2009	Common Stock	146,115
Stock Option (right to buy)	\$ 23.41	08/03/2009		<u>M</u> ⁽¹⁾	82,845	03/16/2004	09/30/2009	Common Stock	82,845

Reporting Owners

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

Signatures

Keith U. Landenberger, Attorney in fact	08/03/2009
**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 in multiple transactions with an average execution price of \$26.0965.
- (4) Shares sold pursuant to a plan entered into on March 12, 2009, and amended on June 25, 2009, relating solely to stock options otherwise expiring September 30, 2009 and intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934.
- (5) Employee stock option granted pursuant to Rule 16b-3 qualified Incentive Plan (The DIRECTV Group, Inc. Amended and Restated 2004 Stock Plan).
- (6) Stock Options vested 73,057 on March 16, 2004, 36,529 on August 30, 2004, and 36,529 on August 30, 2005.

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.