DIRECTY GROUP INC

Form 4

November 23, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LUND PETER A

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

DIRECTV GROUP INC [DTV]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Middle)

(Zip)

(Month/Day/Year)

3. Date of Earliest Transaction

X_ Director

below)

10% Owner

Other (specify

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

HIGHWAY

(City)

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Officer (give title

Filed(Month/Day/Year)

(Month/Day/Year)

11/19/2009

X Form filed by One Reporting Person Form filed by More than One Reporting

EL SEGUNDO, CA 90245

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired 5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

or Amount (D)

Code V Price

D

Transaction(s)

(Instr. 3 and 4)

Common Stock

11/19/2009

D 23,620 D <u>(1)</u> 0

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

(A)

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SEC 1474 (9-02)

number.

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. Transactic Code (Instr. 8)	Secur Acqu or Dis	rities ired (A) sposed of . 3, 4,	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 or Number of Shares
Restricted Stock Unit	(2)	11/19/2009(2)		D		12,334	(2)	(2)	Common Stock	12,334 (2)
Stock Option (right to buy)	\$ 16.54	11/19/2009		D		5,000	12/22/2003	01/08/2012	Common Stock	5,000 (4)

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		

LUND PETER A C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245



Signatures

Jan Williamson, Attorney-in-Fact

**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).
- Pursuant to the Agreement and Plan of Merger, dated as of May 3, 2009 as amended, by and among The DIRECTV Group, Inc.

 ("DIRECTV Group"), Liberty Media Corporation, Liberty Entertainment, Inc. ("LEI"), DIRECTV, DTVG One, Inc. and DTVG Two, Inc., the holders of outstanding shares of DIRECTV Group common stock (other than direct or indirect subsidiaries of LEI) received one share of DIRECTV Class A common stock for each share of DIRECTV Group common stock held.

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- (2) Restricted stock units issued under the Hughes Electronics Corporation Plan for Non-Employee Directors. These restricted stock units are payable in cash at the time the Reporting Person ceases to be a member of the Board of Directors.
- Pursuant to the Merger Agreement, each outstanding restricted stock unit with respect to shares of DIRECTV Group common stock was converted into a restricted stock unit with respect to the number of shares of DIRECTV Class A common stock on the same terms and conditions (including applicable vesting requirements, any accelerated vesting thereof and deferral provisions) as applied to each such DIRECTV Group restricted stock unit immediately prior to the effective time of the mergers.
- (4) Stock option grant issued under the Hughes Electronics Corporation Plan for Non-Employee Directors.

(5)

Reporting Owners 2

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Pursuant to the Merger Agreement, each option to purchase shares of DIRECTV Group common stock that was outstanding immediately prior to the effective time of the mergers was converted into an option to purchase the same number of shares of DIRECTV Class A common stock on the same terms and conditions (including applicable vesting requirements and any accelerated vesting thereof) as applied to each such DIRECTV Group option immediately prior to the effective time of the mergers.

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.