

Palkovic Michael W
 Form 4
 November 23, 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 *
 Palkovic Michael W

(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)
 11/19/2009

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)
 Exec. VP

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)
			Code	V	Amount (D) Price		
Common Stock	11/19/2009		D		12,511 <u>(1)</u>	D	401(K)
					<u>(2)</u>	0	I

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)

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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
Stock Option (right to buy)	\$ 41.0634	11/19/2009		D	24,000	02/25/2003 02/26/2010	Common Stock	24,000 (3)
Stock Option (right to buy)	\$ 34.0134	11/19/2009		D	45,000	12/18/2003 06/02/2010	Common Stock	45,000 (3)
Stock Option (right to buy)	\$ 27.37	11/19/2009		D	32,000	12/18/2003 02/02/2011	Common Stock	32,000 (3)
Stock Option (right to buy)	\$ 20.45	11/19/2009		D	24,000	06/22/2004 06/23/2011	Common Stock	24,000 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Palkovic Michael W C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245			Exec. VP	

Signatures

Jan Williamson,
Attorney-in-Fact

11/23/2009

**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) Shares held in trust by State Street Bank and Trust Company, as Trustee of the DIRECTV Thrift and Savings Plan as of November 19, 2009. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.

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

(2) ("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.

(3) Employee stock option granted pursuant to Rule 16b-3 qualified Hughes Electronics Corporation Incentive Plan .

Pursuant to the Merger Agreement, each option to purchase shares of DIRECTV Group common stock that was outstanding immediately

(4) 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.

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