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BOYD RALPH F JR

Form 3

November 25, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement DIRECTV [DTV] BOYD RALPH F JR (Month/Day/Year) 11/19/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O DIRECTV, 2230 EAST (Check all applicable) **IMPERIAL HIGHWAY** (Street) 6. Individual or Joint/Group 10% Owner _X_ Director Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Person EL SEGUNDO, Â CAÂ 90245 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 4. Nature of Indirect Beneficial Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Class A Common Stock 4,598 (1) D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

1. Title of Derivative Security 3. Title and Amount of 5. 6. Nature of Indirect 2. Date Exercisable and Securities Underlying (Instr. 4) **Expiration Date** Conversion Ownership Beneficial Ownership (Month/Day/Year) **Derivative Security** or Exercise Form of (Instr. 5) (Instr. 4) Price of Derivative Derivative Security: Title Direct (D) Security

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Deferred Stock Unit	(2)	(2)	Class A Common	5,660 (3)	\$ <u>(2)</u>	D	Â

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOYD RALPH F JR C/O DIRECTV 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CAÂ 90245

X Â Â Â

Signatures

Jan Williamson, Attorney-in-Fact

**Signature of Reporting Person D

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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,
- (1) 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.
- The deferred stock units confer no voting rights and may not be sold, but automatically settle for an equivalent number of shares of

 (2) DIRECTV Class A common stock of the Issuer to be distributed to the Reporting Person in one lump sum beginning in January of the calendar year after the Reporting Person ceases to be a member of the Board of Directors.
- Pursuant to the Merger Agreement, each outstanding deferred stock unit with respect to shares of DIRECTV Group common stock was converted into a deferred stock unit with respect to the same 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 deferred stock unit 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.

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