

GOULD PAUL A
Form 3
November 25, 2009

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GOULD PAUL A		(Month/Day/Year)	DIRECTV [DTV]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/19/2009		
C/O DIRECTV,Â 2230 EAST IMPERIAL HIGHWAY			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
EL SEGUNDO,Â CAÂ 90245			(give title below)	(specify below)
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	463,149 ⁽¹⁾	D	Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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

Edgar Filing: GOULD PAUL A - Form 3

	Date Exercisable	Expiration Date	Class	Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Appreciation Rights	11/25/2009	09/09/2013	Class A Common Stock	2,200 ⁽²⁾ ₍₃₎	\$ 16.08	D	Â
Stock Appreciation Rights	11/25/2009	06/01/2014	Class A Common Stock	2,200 ⁽²⁾ ₍₃₎	\$ 14.82	D	Â
Stock Appreciation Rights	11/25/2009	06/01/2015	Class A Common Stock	2,200 ⁽²⁾ ₍₃₎	\$ 16.55	D	Â
Stock Option (right to buy)	11/25/2009	05/05/2016	Class A Common Stock	6,001 ⁽⁴⁾ ₍₅₎	\$ 16.19	D	Â
Stock Option (right to buy)	11/25/2009	05/10/2017	Class A Common Stock	5,240 ⁽⁴⁾ ₍₅₎	\$ 22.58	D	Â
Stock Option (right to buy)	11/25/2009	12/24/2014	Class A Common Stock	6,601 ⁽⁴⁾ ₍₅₎	\$ 22.94	D	Â
Stock Option (right to buy)	11/25/2009	12/16/2015	Class A Common Stock	11,601 ⁽⁴⁾ ₍₅₎	\$ 16.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOULD PAUL A C/O DIRECTV 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	Â X	Â	Â	Â

Signatures

Jan Williamson,
Attorney-in-Fact

11/25/2009

**Signature of Reporting Person

Date

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).
- (1) 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 LEI Class A and Class B common stock, after giving effect to the Malone Contribution, received

Edgar Filing: GOULD PAUL A - Form 3

a number of shares of DIRECTV Class A common stock equal to the LEI exchange ratio (1.11130) times the number of LEI Class A and Class B common stock held immediately prior to the LEI merger.

- (2) Stock appreciation rights (SARs) issued pursuant to the terms of The Liberty Entertainment, Inc. Transitional Stock Adjustment Plan and converted into SARs to be settled in cash exercisable with respect to Class A stock of DIRECTV pursuant to the terms of the Merger Agreement.

- (3) Pursuant to the Merger Agreement, stock appreciation rights (SARs) relating to Liberty Entertainment, Inc. ("LEI") common stock that were outstanding immediately prior to the consummation of the LEI merger were converted into SARs with respect to the whole number of shares of DIRECTV Class A common stock equal to the number of shares subject to the SARs immediately prior to the LEI merger times the LEI exchange ratio at an exercise price adjusted pursuant to the terms of the Merger Agreement. All such SARs immediately vested upon consummation of the LEI merger.

- (4) Options issued pursuant to the terms of The Liberty Entertainment, Inc. Transitional Stock Adjustment Plan and converted into options exercisable for Class A stock of DIRECTV pursuant to the terms of the Merger Agreement.

- (5) Pursuant to the Merger Agreement, options to purchase shares of Liberty Entertainment, Inc. ("LEI") common stock that were outstanding immediately prior to the consummation of the LEI merger were converted into options to purchase the whole number of shares of DIRECTV Class A common stock equal to the number of shares subject to the option immediately prior to the LEI merger times the LEI exchange ratio at an exercise price adjusted pursuant to the terms of the Merger Agreement. All such options immediately vested upon consummation of the LEI merger.

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.