

MALONE JOHN C  
Form 3/A  
December 09, 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**

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 <b>and</b> Ticker or Trading Symbol	
Â MALONE JOHN C		(Month/Day/Year)	DIRECTV [DTV]	
(Last)	(First)	(Middle)	11/19/2009	
C/O DIRECTV,Â 2230 EAST IMPERIAL HIGHWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	11/25/2009
EL SEGUNDO,Â CAÂ 90245			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

**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	957,296 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	D	Â
Class A Common Stock	301,058 <u>(1)</u> <u>(2)</u>	I	By Spouse <u>(5)</u>
Class A Common Stock	660 <u>(1)</u> <u>(2)</u>	I	By Trust <u>(6)</u>
Class A Common Stock	1,316 <u>(1)</u> <u>(2)</u>	I	By 401(k) Savings Plan <u>(7)</u>
Class B Common Stock	20,760,648 <u>(1)</u> <u>(8)</u>	D	Â
Class B Common Stock	681,999 <u>(1)</u> <u>(8)</u>	I	By Spouse <u>(5)</u>

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

SEC 1473 (7-02)

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**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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALONE JOHN C C/O DIRECTV 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	X	^	^	^

## Signatures

Janet L.  
Williamson, Attorney-in-Fact

12/08/2009

\_\_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) This is an amendment to correct the Reporting Person's beneficial ownership of the Issuer's Class A and Class B common stock.  
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"), Liberty Entertainment, Inc. ("LEI"), DIRECTV, DTVG One, Inc. and
- (2) DTVG Two, Inc., as a result of the merger (the "LEI Merger") of LEI with DTVG Two, Inc. the holders of outstanding shares of LEI Class A common stock received a number of shares of DIRECTV Class A common stock equal to the LEI exchange ratio (1.11130) times the number of shares of LEI Class A common stock held by them immediately prior to the LEI Merger.
- (3) 5,660 of the 957,296 shares of DIRECTV Class A common stock represent shares received for outstanding shares of DIRECTV Group common stock exchanged on a 1:1 basis in connection with the merger of DIRECTV Group and DTVG One, Inc.  
Includes 148,160 shares of DIRECTV Class A common stock that were received by the Reporting Person in the LEI Merger in exchange for restricted shares of LEI Series A common stock. As a result of the LEI Merger, all restricted shares of LEI common stock fully vested
- (4) and, in connection with such vesting, DIRECTV withheld 103,301 shares of DIRECTV Class A common stock for the payment of withholding taxes, which shares are not included in the Reporting Person's beneficial ownership. The withholding of those shares was exempt from Section 16(b) pursuant to Rule 16b-3.
- (5) The Reporting Person disclaims beneficial ownership of these shares held by his spouse.
- (6) The Reporting Person is the sole trustee of and, with his spouse, retains an unitrust interest in the trust.
- (7) The number of shares represents equivalent shares based on the fair market value of the shares of DIRECTV Class A common stock held by the unitized stock fund under Liberty's 401(k) Savings Plan.  
Immediately prior to the completion of the mergers contemplated by the Merger Agreement, the Reporting Person, his spouse and certain
- (8) related trusts exchanged each of their outstanding shares of LEI Series B common stock for a number of shares of DIRECTV Class B common stock equal to the LEI exchange ratio (1.11130).

## Edgar Filing: MALONE JOHN C - Form 3/A

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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