#### MAFFEI GREGORY B

Form 4

February 23, 2010

## FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 January 31, Expires: 2005

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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 See Instruction

burden hours per 0.5 response...

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MAFFEI GREGORY B			2. Issuer Name <b>and</b> Ticker or Trading Symbol DIRECTV [DTV]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)  C/O DIRECT IMPERIAL H		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/19/2010	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
EL SEGUND	O, CA 90245	5		Form filed by More than One Reporting Person		

(City)	(State) (Zip) 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. Transactic Code (Instr. 8)	4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Common Stock	02/19/2010		M(1)	12,510	A	\$ 15.5	12,510	D	
Class A Common Stock	02/19/2010		F(2)	8,268	D	\$ 33.75	4,242	D	
Class A Common Stock	02/19/2010		S(3)	4,242	D	\$ 33.75	0	D	
Class A Common	02/19/2010		M(1)	12,490	A	\$ 16.45	12,490	D	

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Stock							
Class A Common Stock	02/19/2010	F(2)	8,719	D	\$ 33.75	3,771	D
Class A Common Stock	02/19/2010	S(3)	3,771	D	\$ 33.75	0	D
Class A Common Stock	02/22/2010	M <u>(1)</u>	25,000	A	\$ 16.45	25,000	D
Class A Common Stock	02/22/2010	F(2)	17,451	D	\$ 33.75	7,549	D
Class A Common Stock	02/22/2010	S(3)	7,549	D	\$ 33.75	0	D
Class A Common Stock	02/23/2010	M(1)	25,000	A	\$ 16.45	25,000	D
Class A Common Stock	02/23/2010	F(2)	17,451	D	\$ 33.75	7,549	D
Class A Common Stock	02/23/2010	S(3)	7,549	D	\$ 33.75	0	D

Reminder: Report on a separate line for each class of securities beneficially 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 currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	 4. Transac Code (Instr. 8		5. Num inDerivate Securit Acquire or Disp (D) (Instr. 3 and 5)	tive ies ed (A) oosed of	6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and a Underlying S (Instr. 3 and	Securities
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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Stock Option (right to buy)	\$ 15.5	02/19/2010	M <u>(1)</u>	12,510	11/25/2009	03/02/2013	Class A. Common Stock	12,510
Stock Option (right to buy)	\$ 16.45	02/19/2010	M(1)	12,490	11/25/2009	12/16/2015	Class A Common Stock	12,490
Stock Option (right to buy)	\$ 16.45	02/22/2010	M(1)	25,000	11/25/2009	12/16/2015	Class A Common Stock	25,000
Stock Option (right to buy)	\$ 16.45	02/23/2010	M <u>(1)</u>	25,000	11/25/2009	12/16/2015	Class A Common Stock	25,000

# **Reporting Owners**

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

## **Signatures**

a currently valid OMB number.

Janet L. Williamson, Attorney-in-Fact 02/23/2010

\*\*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) Exercise of stock options granted pursuant to Rule 16b-3 qualified The Liberty Entertainment, Inc. Transitional Stock Adjustment Plan.
- (2) Shares withheld for payment of exercise price and tax withholding.
- (3) Shares sold pursuant to a plan entered into on December 31, 2009, relating solely to stock options otherwise expiring March 2, 2013 and December 16, 2015 intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934.
- (4) Stock option granted pursuant to Rule 16b-3 qualified incentive plan (Liberty Entertainment, Inc. Transitional Stock Adjustment Plan). 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

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