

Palkovic Michael W
 Form 4
 April 15, 2010

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 DIRECTV, 2230 EAST IMPERIAL HIGHWAY
 (Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DIRECTV [DTV]

3. Date of Earliest Transaction (Month/Day/Year)
 04/14/2010

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	04/14/2010		M ⁽¹⁾	45,000 A	\$ 34.0134 45,000	D	
Class A Common Stock	04/14/2010		F ⁽²⁾	43,708 D	\$ 35.95 1,292	D	
Class A Common Stock	04/14/2010		S ⁽³⁾	1,292 D	\$ 35.95 0	D	

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

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(9-02)

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

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)	\$ 34.0134	04/14/2010		M ⁽¹⁾	45,000	06/02/2001 06/02/2010	Class A Common Stock	45,000

Reporting Owners

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

Signatures

Keith U. Landenberger,
Attorney-in-Fact
Date: 04/15/2010

**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 Incentive Plan (The DIRECTV Group, Inc. Amended and Restated 2004 Stock Plan).
- (2) Shares withheld for payment of exercise price and tax withholding.
- (3) Shares sold pursuant to a plan entered into on March 8, 2010 relating solely to stock options otherwise expiring June 2, 2010 intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934.
- (4) Employee stock option granted pursuant to Rule 16b-3 qualified Incentive Plan (The DIRECTV Group, Inc. Amended and Restated 2004 Stock Plan).

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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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