Palkovic Michael W Form 4 March 01, 2011

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Check this box

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

3235-0287 Number:

0.5

if no longer subject to

January 31, Expires: 2005

Section 16. Form 4 or

Estimated average burden hours per response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Palkovic Michael W			2. Issuer Name and Ticker or Trading Symbol DIRECTV [DTV]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(First) (Middle) 3. Date of Earliest Transaction		(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
C/O DIRECTV, 2230 EAST IMPERIAL HIGHWAY (Street)			02/25/2011	_X_ Officer (give title Other (specify			
				below) below) Exec. VP			
				LACC. VI			
			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
				X Form filed by One Reporting Person			
EL SEGUNDO, CA 90245				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 Acord Disposed of (Instr. 3, 4 and 3) (A) or Amount (D)	(D) 55)	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)		
Class A Common Stock						19,203	I	401(K) (1)		
Class A Common Stock	02/25/2011		A(2)	31,404 A	\$ 0 (3)	31,404	D			
Class A Common Stock	02/25/2011		S	12,000 D	\$ 45.9936	19,404	D			

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Am		Amou	unt of	Derivative	D
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Se
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	В
	Derivative				Securities			(Instr	. 3 and 4)		O
	Security				Acquired						Fo
	•				(A) or						R
					Disposed						Tı
					of (D)						(I
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: d	or		
					Exercisable	-					
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Palkovic Michael W

C/O DIRECTV Exec. 2230 EAST IMPERIAL HIGHWAY VPEL SEGUNDO, CA 90245

Signatures

Janet L. Williamson, 03/01/2011 Attorney-in-Fact

**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).
- Shares held in trust by State Street Bank and Trust Company, as Trustee of the DIRECTV 401(K) Plan as of February 28, 2011. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- Restricted stock award granted pursuant to Rule 16b-3 qualified Incentive Plan (DIRECTV 2010 Stock Plan). Shares issued in net amount **(2)** and withholding paid in cash by Company on behalf of the Reporting Person.
- (3) Stock basis based on closing price of the Common Stock on February 24, 2011 of \$45.72.

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.

Reporting Owners 2

9. Nu Deriv Secu Bene Own Follo

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