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Form 4/A	2014										
February 06	ЛЛ		CECU	DITIES				COMMERIO	NT	PPROVAL	
	Washington, D.C. 20549								N OMB Number:	3235-0287	
Check the if no lon subject the Section Form 4 Form 5	ger o STATEN 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated burden ho response	urs per	
Form 5 obligations may continue. See Instruction 1(b). 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)										
Murphy John Francis Symb				Symbol Issuer			of Reporting Person(s) to				
(Last)	(First) (Middle)	DIRECTV [DTV] 3. Date of Earliest Transaction				(Ch	(Check all applicable)			
(Mon			(Month/	(Month/Day/Year) 02/24/2012			Director 10% Owner X_ Officer (give title Other (specify below) below) Senior VP, Controller & CAO				
(Street) 4			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
									ne) d by One Reporting Person l by More than One Reporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securit	ties A	cquired, Disposed	l of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	ies (A) or of (D) 4 and 5) (A) or)	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	
				Code V	Amount	(D) l	Price	(mout o und 1)			
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	•		•	r indirectly. pond to the coll	ection of	SEC 1474	

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 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. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	of	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security	(Month/Day/Yea	r) (Instr. 8)	nstr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr.	
			Code	V (A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit	<u>(1)</u>	02/24/2012	A <u>(1)(2)</u>	120 (2)	(1)	(1)	Common Stock	120 (2)	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Murphy John Francis C/O DIRECTV 2260 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245			Senior VP, Controller & CAO			
Signatures						
Janet L. Williamson, Attorney-in-Fact	02/0	6/2014				

**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).

Pursuant to the DIRECTV 2010 Stock Plan, a portion of the cash bonus issued from the DIRECTV Executive Officer Cash Bonus Plan was converted into deferred stock units. Upon separation of service, the units are settled for shares of DIRECTV common stock on a 1:1

(1) was converted into deteried stock units: Open separation of service, the units are settled to shares of Directory common stock on a 1.1 basis and distributed to the Reporting Person pursuant to the DIRECTV Executive Savings Plan. The deferred stock units were based on the Q4 2011 average closing price of the Common Stock of \$45.32.

The deferred stock units previously reported in the original Form 4 filed with the SEC on February 28, 2012 (Original Form 4) did not (2) include a company-matched contribution, equalling 15% of the initial grant. This amendment to the Original Form 4 is made solely to reflect an additional 120 deferred stock units attributable to a company-matched contribution.

(3) The total number of derivative securities beneficially owned following the reported transaction reflects the total number of shares initially reported on on the Original Form 4 (795) plus the company-matched contribution.

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.