

DIRECTV
Form 4
February 25, 2015

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 *
CHURCHILL BRUCE

(Last) (First) (Middle)
C/O DIRECTV, 2260 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)
02/23/2015

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)
			Code	V	Amount	(D)	Price
Common Stock	02/24/2015		A ⁽¹⁾		55,256	A	\$ 0 ⁽²⁾
Common Stock	02/24/2015		S		78,196	D	\$ 87.3375 ⁽³⁾

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

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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 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)	8. Amount or Number of Shares
Restricted Stock Unit	\$ 87.26 (4)	02/23/2015		A	29,739 (5)	(6) (6)	Common Stock	29,739

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHURCHILL BRUCE C/O DIRECTV 2260 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245			Exec.VP	

Signatures

Janet L.
Williamson 02/25/2015

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) Restricted stock award granted pursuant to Rule 16b-3 qualified Incentive Plan (DIRECTV 2010 Stock Plan). Shares issued in net amount and withholding paid in cash by Company on behalf of the Reporting Person.
- (2) Stock basis based on closing price of the Common Stock on February 20, 2015 of \$87.26.
- (3) Shares sold in multiple transactions with an average execution price of \$87.3375.
- (4) The number of restricted stock units is based on the closing price of the common stock on February 20, 2015 of \$87.26.
- (5) The restricted stock units confer no voting rights and may not be sold, but automatically settle for an equivalent number of shares of common stock of the Issuer on the relevant distribution date.
- (6) These restricted stock units are granted pursuant to Rule 16b-3 qualified Incentive Plan (DIRECTV 2010 Stock Plan). The grant is time-vesting and will vest on December 31, 2017.

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.