

CAREY CHASE
Form 4
June 25, 2009

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 *
CAREY CHASE

(Last) (First) (Middle)

C/O THE DIRECTV GROUP,
INC., 2230 EAST IMPERIAL
HIGHWAY

(Street)

EL SEGUNDO, CA 90245

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/23/2009

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)
President and CEO

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	Price	
Common Stock	06/23/2009		M ⁽¹⁾		50,000	\$ 15.69	A
Common Stock	06/23/2009		F ⁽²⁾		40,506	\$ 24 ₍₄₎	D
Common Stock	06/23/2009		S ⁽³⁾		9,494	\$ 24 ₍₄₎	D
Common Stock	06/23/2009		M ⁽¹⁾		403,133	\$ 22.43	A
Common Stock	06/23/2009		F ⁽²⁾		392,441	\$ 23.57	D

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					<u>(6)</u>			
Common					\$			
Stock	06/23/2009		S ⁽⁵⁾	10,692	D	23.57	630,892	D
						<u>(6)</u>		

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Stock Option (right to buy)	\$ 15.69	06/23/2009		M ⁽¹⁾	50,000	03/16/2004 11/15/2009	Common Stock 50,000
Stock Option (right to buy)	\$ 22.43	06/23/2009		M ⁽¹⁾	403,133 ⁽⁸⁾	12/31/2008 06/30/2009 ⁽⁹⁾	Common Stock 403,133

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CAREY CHASE C/O THE DIRECTV GROUP, INC. 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	X		President and CEO	

Signatures

Jan Williamson,
Attorney-in-Fact

06/25/2009

 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 from payment of exercise price and tax withholding.
- (3) Shares sold pursuant to a plan entered into on March 12, 2009, relating solely to stock options otherwise expiring September 6, 2009 and November 15, 2009 intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934.
- (4) Shares sold in multiple transactions with an average execution price of \$24.00
- (5) Shares sold pursuant to a plan entered into on June 15, 2009, relating solely to stock options otherwise expiring June 30, 2009 intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act of 1934.
- (6) Shares sold in multiple transactions with an average execution price of \$23.57
- (7) Employee stock option granted pursuant to Rule 16b-3 qualified Incentive Plan (The DIRECTV Group, Inc. Amended and Restated 2004 Stock Plan).
- (8) A total of 1,209,400 options were granted on August 13, 2007, vesting in three equal annual installments (rounded to the nearest whole share, or 403,133 per installment) beginning December 31, 2008.
- (9) The expiration date of August 13, 2017 will be accelerated to June 30, 2009 as a consequence of Mr. Carey's resignation as President and Chief Executive Officer of the Company effective on July 1, 2009.

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.