

MALONE JOHN C

Form 4

June 16, 2010

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MALONE JOHN C

(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)
06/16/2010

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)

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	(A) or (D)	Price		
Class B Common Stock	06/16/2010		D ⁽¹⁾		20,760,648	D	<u>(1)</u>	0	D
Class B Common Stock	06/16/2010		D ⁽¹⁾		681,999	D	<u>(1)</u>	0	I
Class A Common Stock	06/16/2010		A ⁽¹⁾		25,270,490	A	<u>(1)</u>	26,584,534	D
Class A Common	06/16/2010		A ⁽¹⁾		830,149	A	<u>(1)</u>	1,131,207	I
									By spouse ⁽²⁾

Stock

Class A
Common
Stock

660

I

By trust
(3)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MALONE JOHN C C/O DIRECTV 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245	X			

Signatures

Janet L. Williamson,
Attorney-in-Fact

06/16/2010

__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).

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- Pursuant to the Share Exchange Agreement dated as of April 6, 2010, by and among the Issuer and certain of its subsidiaries and Dr. John C. Malone, Mrs. Leslie A. Malone and two trusts for the benefit of the children of Dr. and Mrs. Malone, on June 16, 2010, Dr. and Mrs. Malone exchanged with the Issuer an aggregate of 21,442,647 shares of Class B common stock for 26,100,639 shares of Class A common stock of DIRECTV (the "Share Exchange").
- (1)
 - (2) The Reporting Person disclaims beneficial ownership of the shares held by his spouse.
 - (3) The Reporting Person is the sole trustee of and, with his spouse, retains an unitrust interest in the trust.

Remarks:

Remarks: Upon the Share Exchange, the Reporting Person ceased to be a director.

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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