

HUNTER LARRY D
 Form 4
 February 28, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HUNTER LARRY D

(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)
 02/24/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)
 Exec. VP and General Counsel

6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)
Class A Common Stock				(A)	8,608	I	401(K) ⁽¹⁾
Class A Common Stock	02/27/2012		A ⁽²⁾	35,871 A	\$ 0 ⁽³⁾ 139,294	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Edgar Filing: HUNTER LARRY D - Form 4

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 (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 or Value of Derivative Security (Instr. 3)
Deferred Stock Unit	\$ 45.32 (4)	02/24/2012		A(4)	5,164	(4) (4)	Class A Common Stock	5,164 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNTER LARRY D C/O DIRECTV 2230 EAST IMPERIAL HIGHWAY EL SEGUNDO, CA 90245			Exec. VP and General Counsel	

Signatures

Janet L. Williamson,
Attorney-in-Fact

02/28/2012

__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) Shares held in trust by State Street Bank and Trust Company, as Trustee of the DIRECTV 401(K) Plan as of February 28, 2012. Shares owned pursuant to Rule 16b-3 exempt employee savings plan.
- (2) 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.
- (3) Stock basis based on closing price of the Common Stock on February 17, 2012 of \$44.98.
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 shares. The shares held are by DIRECTV in the DIRECTV Executive Savings Plan and are distributed to the Executive Officer upon separation of service. The deferred stock unit basis was based on the Q4 2011 average closing price of the Common Stock of \$45.32.

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.