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DIRECTV

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PONTUAL ROMULO

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/28/12 for the Period Ending 02/24/12

Address	2230 E. IMPERIAL HIGHWAY EL SEGUNDO, CA 90245
Telephone	310-964-0724
CIK	0001465112
Symbol	DTV
Fiscal Year	12/31

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FORM 4

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

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
PONTUAL ROMULO (Last) (First) (Middle)	**DIRECTV [DTV]**	_____ Director _____ 10% Owner
C/O DIRECTV, 2230 EAST IMPERIAL HIGHWAY (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **2/24/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **Exec. VP**
EL SEGUNDO, CA 90245 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 A Common Stock								**2378**	**I**	**401(K)** (1)
Class A Common Stock	**2/27/2012**		**A** (2)		**23771**	**A**	**$ 0** (3)	**45236**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock Units	**$45.32** (4)	**2/24/2012**		**A** (4)		**3452**		(4)	(4)	**Class A Common Stock**	**3452**	**$ 0** (4)	**3452**	**D**	

Explanation of Responses:

(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.

(4) 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PONTUAL ROMULO **C/O DIRECTV** **2230 EAST IMPERIAL HIGHWAY** **EL SEGUNDO, CA 90245**			**Exec. VP**	

Signatures

Janet L. Williamson, Attorney-in-Fact **2/28/2012**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.