

NVIDIA CORP  
Form 4/A  
October 26, 2007

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CHEN PEHONG**

(Last) (First) (Middle)

**C/O NVIDIA  
CORPORATION, 2701 SAN  
TOMAS EXPRESSWAY**

(Street)

**SANTA CLARA, CA 95050**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**NVIDIA CORP [NVDA]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/21/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**08/23/2007**

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)
Common Stock	08/21/2007		M	277,500	A \$ 0.9143	402,500	D
Common Stock	08/21/2007		S	340,000	D \$ (2) 46.0864	62,500	D
Common Stock	08/21/2007		S	97,500	D \$ (2) 46.0864	922,326	I
Common Stock						14,371,910	I

By  
Partnership  
(3)

By Trust (4)

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 0.9143	08/21/2007		M	277,500	<u>(1)</u> 01/01/2008	Common Stock 277,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHEN PEHONG C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X	X	President and CEO	

## Signatures

/s/ Christine Lillquist,  
Attorney-in-Fact 10/25/2007

\*\*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) An option to purchase 3,200,000 shares of common stock was granted on February 2, 1998 at an exercise price of \$0.914375 per share. The option fully vested on February 2, 2002.
- (2) The shares were sold pursuant to a 10b5-1 Plan at prices ranging from \$44.55 to \$47.69. See attachment for complete list of prices.
- (3) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is a general partner.
- (4) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.

**Remarks:**

This Amendment is being filed to include Exhibit 99.1 attached hereto.

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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