**NVIDIA CORP** Form 4 August 03, 2005

## FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction 1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Last)

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* JONES HARVEY C

(First)

(Street)

**NVIDIA CORPORATION, 2701** 

SAN TOMAS EXPRESSWAY

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

NVIDIA CORP [NVDA]

3. Date of Earliest Transaction

(Month/Day/Year)

08/01/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

CA 95050

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Reported Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

2. Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Secu (Instr. 3 and 4)

#### Edgar Filing: NVIDIA CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)				
				Code V	(A) (I	D) Date Exercisable	Expiration Date	Title	Ai or Ni of
Non-Qualified Stock Option (right to buy)	\$ 27.06	08/01/2005		A	25,000	<u>(1)</u>	07/31/2011(3)	Common Stock	2
Non-Qualified Stock Option	\$ 27.06	08/01/2005		A	5,000	(2)	07/31/2011(3)	Common Stock	5

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>-</b>	Director	10% Owner	Officer	Other		
JONES HARVEY C NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY CA 95050	X					

# **Signatures**

(right to buy)

David M. Shannon, Attorney-in-Fact 08/01/2005

\*\*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).

Automatic grant in connection with service on the Board of Directors. The grant shall begin vesting on the second anniversary of the grant date and thereafter shall vest quarterly over one year, being fully vested in 2008, provided that the Reporting Person has attended at least 75% of the Board of Directors meetings in the two year period following the grant date. If the Reporting Person has not attended at

- (1) least 75% of the Board of Directors meetings in the two year period following the grant date, the grant shall vest 30% on the third anniversary of the grant date, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the second anniversary of the grant date due to disability or death, the grant shall immediately vest and become exercisable on a quarterly pro rata basis.
  - Automatic grant in connection with service on a Committee of the Board of Directors. The grant shall vest on the first anniversary of the grant date, provided that the Reporting Person has attended at least 75% of the Committee meetings in the year following the grant date.
- (2) If the Reporting Person has attended fewer than 75% of the Committee meetings in the year following the grant date, the grant shall vest 10% per year for each of the first three years after the grant, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the first anniversary of the grant date due to disability or death, the grant shall immediately vest and become exercisable on a monthly pro rata basis.
- (3) The six-year life of the option represents a modification to the ten-year life prescribed by the terms of the plan.

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.

Reporting Owners 2