NVIDIA CORP Form 4

February 21, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and A SHANNON		orting Person *	2. Issuer Name and Ticker or Trading Symbol NVIDIA CORP [NVDA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
NVIDIA CO	RPORATION OF THE PROPERTY OF T	ON, 2701	02/16/2007	X Officer (give title Other (specify below)			
SAN TOMAS EXPRESSWAY				below) VP, General Counsel, Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
SANTA CL	ARA, CA 9	5050		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip)	Table I - N	Non-Derivative Securities Acqu	ired, Disposed o	l, Disposed of, or Beneficially Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.	7. Nature of	

Security	(Month/Day/Year)	Execution Date, if	f Transaction Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial		
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
				(A)			Reported	(I)		
					(A)		Transaction(s)	(Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)			
Common			Couc v	7 timount	(D)	11100				
	02/16/2007		M	3,200	A	\$ 5.5352	$4,276 \frac{(2)}{}$	D		
Stock										
Common						\$				
Stock	02/16/2007		S	3,200	D	\$ 33.3797	1,076	D		
SIOCK						33.3191				
_									Shannon	
Common							30,418	I	Revocable	
Stock							30,110	•	Trust	
									Hust	

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

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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 (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. Transacti Code (Instr. 8)	5. Number one 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 or Number of Shares
Employee Stock Option (Right to buy)	\$ 5.535	02/16/2007		M	3,200	<u>(1)</u>	07/31/2012	Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHANNON DAVID M NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050

VP, General Counsel, Secretary

Signatures

Marvin D. Burkett, Attorney-in-fact 02/21/2007

**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 500,000 shares at an exercise price of \$5.535 was granted on July 26, 2002. The options fully vested in July 2006
- (2) Includes 1,076 shares acquired under NVIDIA's 1998 Employee Stock Purchase Plan (Section 423 Plan) on August 31, 2006.

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.

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