

SHANNON DAVID M

Form 4

December 30, 2009

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHANNON DAVID M

(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)  
12/29/2009

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 \_\_\_\_\_ Other (specify  
below) below)  
EVP, Gen. Counsel, Secretary

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 12/29/2009                              |                                                             | M <sup>(1)</sup>                     | V 5,500 A \$ 8.75                                                   | 77,100                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       | 12/29/2009                              |                                                             | G <sup>(1)</sup>                     | V 5,500 D \$ 0                                                      | 71,600                                                                                                             | D <sup>(2)</sup>                                                        |                                                                   |
| Common<br>Stock                       | 12/29/2009                              |                                                             | G <sup>(1)</sup>                     | V 5,500 A \$ 0                                                      | 72,380                                                                                                             | I                                                                       | Shannon<br>Revocable<br>Trust <sup>(3)</sup>                      |
| Common<br>Stock                       | 12/29/2009                              |                                                             | S <sup>(1)</sup>                     | 5,500 D \$<br><sup>(4)</sup> 17.92                                  | 66,880                                                                                                             | I                                                                       | Shannon<br>Revocable<br>Trust <sup>(3)</sup>                      |

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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)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. De<br>Sec<br>(In |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|---------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                       | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                     |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 8.75                                                            | 12/29/2009                              |                                                             | M <sup>(1)</sup>                     | 5,500                                                                                                           | <sup>(5)</sup>                                                 | 04/12/2010         | Common<br>Stock                                                     | 5,500                                  |                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships                    |
|-------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                 | Director 10% Owner Officer Other |
| SHANNON DAVID M<br>C/O NVIDIA CORPORATION<br>2701 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95050 | EVP, Gen. Counsel, Secretary     |

## Signatures

/s/ John T. McKenna, Attorney-in-Fact for David M.  
Shannon

12/30/2009

\*\*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) This transaction was pursuant to a 10b5-1 Plan.

(2) The Reporting Person transferred 5,500 shares to the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is a co-trustee.

(3) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is a co-trustee.

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Represents weighted average sales price. The shares were sold at prices ranging from \$17.74 to \$18.06. The Reporting Person will

- (4) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

- (5) Fully vested.

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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