

SEAWELL A BROOKE

Form 4

March 22, 2010

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEAWELL A BROOKE

(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)
03/18/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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	03/18/2010		M	30,000	A \$ 11.33	30,000	D
Common Stock	03/18/2010		S	20,000	D \$ 17.63 (1)	10,000	D
Common Stock	03/18/2010		S	10,000	D \$ 18.03 (2)	0	D
Common Stock	03/18/2010		M	7,500	A \$ 5.14	7,500	D

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Common Stock	03/18/2010	S	7,500	D	\$ <u>(3)</u> 17.76	0	D	
Common Stock	03/18/2010	M	37,500	A	\$ 5.14	37,500	D	
Common Stock	03/18/2010	S	17,500	D	\$ <u>(4)</u> 17.83	20,000	D	
Common Stock	03/18/2010	S	20,000	D	\$ <u>(5)</u> 17.93	0	D	
Common Stock						90,000	I	By Trust <u>(6)</u>
Common Stock						75,000	I	By Trust <u>(7)</u>

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

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(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)	8. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 11.33	03/18/2010		M	30,000	<u>(8)</u> 07/12/2010	Common Stock	30,000
Director Stock Option (Right to Buy)	\$ 5.14	03/18/2010		M	7,500	<u>(8)</u> 07/31/2010	Common Stock	7,500
	\$ 5.14	03/18/2010		M	37,500	<u>(8)</u> 07/31/2010		37,500

Director
Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEAWELL A BROOKE C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X			

Signatures

/s/ John T. McKenna, Attorney-in-Fact for A. Brooke
Seawell

03/22/2010

__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).

Represents weighted average sales price. The shares were sold at prices ranging from \$17.51 to \$17.90. The Reporting Person will
(1) 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.

Represents weighted average sales price. The shares were sold at prices ranging from \$17.95 to \$18.14. The Reporting Person will
(2) 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.

Represents weighted average sales price. The shares were sold at prices ranging from \$17.71 to \$17.83. The Reporting Person will
(3) 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.

Represents weighted average sales price. The shares were sold at prices ranging from \$17.80 to \$17.88. 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.

Represents weighted average sales price. The shares were sold at prices ranging from \$17.78 to \$18.13. The Reporting Person will
(5) 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.

(6) By A. Brooke Seawell TTEE, Rosemary Warner Seawell TTEE, Rosemary & A. Brooke Seawell Revocable Trust U/A Dtd 1/20/2009.

(7) By The Seawell Revocable Trust, of which Mr. Seawell is the trustee.

(8) 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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