

NVIDIA CORP

Form 4

December 17, 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
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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)
12/16/2007

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 (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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/14/2007		M		60,000	A \$ 1.3646	60,000 ⁽¹⁾ D
Common Stock	12/14/2007		S		5,100	D \$ 35.14	54,900 ⁽¹⁾ D
Common Stock	12/14/2007		S		4,000	D \$ 35.13	50,900 ⁽¹⁾ D
Common Stock	12/14/2007		S		500	D \$ 35.12	50,400 ⁽¹⁾ D
Common Stock	12/14/2007		S		1,408	D \$ 35.1	48,992 ⁽¹⁾ D

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Common Stock	12/14/2007	S	3,428	D	\$ 35.11	45,564 ⁽¹⁾	D
Common Stock	12/14/2007	S	7,100	D	\$ 35.08	38,464 ⁽¹⁾	D
Common Stock	12/14/2007	S	1,300	D	\$ 35.09	37,164 ⁽¹⁾	D
Common Stock	12/14/2007	S	1,900	D	\$ 35.07	35,264 ⁽¹⁾	D
Common Stock	12/14/2007	S	1,972	D	\$ 35.04	33,292 ⁽¹⁾	D
Common Stock	12/14/2007	S	2,992	D	\$ 35.05	30,300 ⁽¹⁾	D
Common Stock	12/14/2007	S	3,600	D	\$ 35.06	26,700 ⁽¹⁾	D
Common Stock	12/14/2007	S	400	D	\$ 35.02	26,300 ⁽¹⁾	D
Common Stock	12/14/2007	S	200	D	\$ 35.025	26,100 ⁽¹⁾	D
Common Stock	12/14/2007	S	200	D	\$ 35.0005	25,900 ⁽¹⁾	D
Common Stock	12/14/2007	S	17,000	D	\$ 35	8,900 ⁽¹⁾	D
Common Stock	12/14/2007	S	200	D	\$ 35.005	8,700 ⁽¹⁾	D
Common Stock	12/14/2007	S	7,300	D	\$ 35.01	1,400 ⁽¹⁾	D
Common Stock	12/14/2007	S	1,400	D	\$ 35.03	0	D
Common Stock						150,000 ⁽¹⁾	I

By Seawell
Revocable
Trust

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 1.3646 (1)	12/14/2007	M		60,000 (1)		(2)	06/17/2009	Common Stock	60,000 (1)

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/ Christine Lillquist,
Attorney-in-fact

12/17/2007

__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) Reflects the 3-for-2 stock split of the Company's Common Stock on September 10, 2007.

(2) Fully vested on June 18, 2000.

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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