

HUANG JEN HSUN
Form 4
March 18, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HUANG JEN HSUN

2. Issuer Name and Ticker or Trading Symbol
NVIDIA CORP [NVDA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Last) (First) (Middle)
C/O NVIDIA
CORPORATION, 2701 SAN
TOMAS EXPRESSWAY
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2011

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA CLARA, 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 (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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 03/16/2011 | | M ⁽¹⁾ | 63,600 | A | \$ 11.95 | 371,276 | D |
| Comon Stock | 03/16/2011 | | S ⁽¹⁾ | 63,200 | D | \$ 17.81 | 308,076 | D |
| Common Stock | 03/16/2011 | | S ⁽¹⁾ | 400 | D | \$ 18.33 | 307,676 | D |
| Common Stock | 03/17/2011 | | M ⁽¹⁾ | 63,600 | A | \$ 11.95 | 371,276 | D |

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| | | | | | | | | |
|--------------|------------|-------------------------|--------|---|------------------------------|------------|---|---------------------------------------|
| Common Stock | 03/17/2011 | <u>S</u> ⁽¹⁾ | 63,600 | D | \$ <u>(4)</u> 17.69 | 307,676 | D | |
| Common Stock | 03/18/2011 | <u>M</u> ⁽¹⁾ | 63,709 | A | \$ 11.95 | 371,385 | D | |
| Common Stock | 03/18/2011 | <u>S</u> ⁽¹⁾ | 63,709 | D | \$ <u>17.8</u> <u>(5)</u> | 307,676 | D | |
| Common Stock | | | | | | 19,466,775 | I | By Trust ⁽⁶⁾ |
| Common Stock | | | | | | 1,237,239 | I | By Partnership ⁽⁷⁾ |
| Common Stock | | | | | | 52,845 | I | By Jen-Hsun Huang 2009 Annuity Trust |
| Common Stock | | | | | | 52,845 | I | By Lori Lynn Huang 2009 Annuity Trust |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title Amount |
| Employee Stock Option (Right to Buy) | \$ 11.95 | 03/16/2011 | | <u>M</u> ⁽¹⁾ | 63,600 | <u>(8)</u> 07/25/2011 | Common Stock 6 |
| Employee Stock | \$ 11.95 | 03/17/2011 | | <u>M</u> ⁽¹⁾ | 63,600 | <u>(8)</u> 07/25/2011 | Common Stock 6 |

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(8) Fully vested.

(9) The option shall vest as to 25% of the shares on March 16, 2012 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option shall be fully vested on the four(4) year anniversary of the date of grant.

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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