

PortalPlayer, Inc.
Form 4/A
June 01, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Gary

(Last) (First) (Middle)
70 W. PLUMERIA DRIVE
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
05/20/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	05/18/2005		S		85 ⁽¹⁾ D \$ 16.67	139,379	I By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005		S		85 ⁽¹⁾ D \$ 16.69	139,294	I By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005		S		128 ⁽¹⁾ D \$ 16.79	139,166	I By Johnson Revocable

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Common Stock	05/18/2005	S	85 ⁽¹⁾	D	\$ 16.75	139,081	I	Trust dated October 11, 1999 By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	170 ⁽¹⁾	D	\$ 16.82	138,911	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	43 ⁽¹⁾	D	\$ 16.92	138,868	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	851 ⁽¹⁾	D	\$ 16.71	138,017	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	657 ⁽¹⁾	D	\$ 16.66	137,360	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	67 ⁽¹⁾	D	\$ 16.65	137,293	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	341 ⁽¹⁾	D	\$ 16.61	136,952	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	661 ⁽¹⁾	D	\$ 16.72	136,291	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	1,509 ⁽¹⁾	D	\$ 16.73	134,782	I	By Johnson Revocable Trust dated

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Common Stock	05/18/2005	S	340 ⁽¹⁾	D	\$ 16.81	134,442	I	October 11, 1999 By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	808 ⁽¹⁾	D	\$ 16.8	133,634	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	1,277 ⁽¹⁾	D	\$ 16.74	132,357	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	1,617 ⁽¹⁾	D	\$ 16.78	130,740	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	340 ⁽¹⁾	D	\$ 16.68	130,400	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	723 ⁽¹⁾	D	\$ 16.9	129,677	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	05/18/2005	S	213 ⁽¹⁾	D	\$ 16.93	129,464	I	By Johnson Revocable Trust dated October 11, 1999

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

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

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Table with 10 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-headers for Date Exercisable and Expiration Date, and Code V (A) (D). Amount or Number of Shares is also listed.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationships include Director, 10% Owner, Officer, and Other. Example entry for Johnson Gary, 70 W. PLUMERIA DRIVE, SAN JOSE, CA 95134, with relationship Officer.

Signatures

/s/ Gary Johnson 06/01/2005

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 25, 2005.

Remarks:

This Amendment is being filed to report the sale of these shares as a separate line entry for each price at which they were sold

average price as previously reported

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.