

NVIDIA CORP
Form 4
October 04, 2005

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 *
VIVOLI DANIEL

(Last) (First) (Middle)

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)
09/30/2005

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)
Vice President, Marketing

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	09/30/2005		M	2,700 A \$ 5.875	2,700	D	
Common Stock	10/03/2005		M	12,000 A \$ 14.969	14,700	D	
Common Stock	10/03/2005		S ⁽³⁾	12,000 D \$ 34.5499	2,700	D	
Common Stock	10/03/2005		S ⁽³⁾	16,000 D \$ 34.5499	134,864	I	By Daniel F. Vivoli Trust

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

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An option to purchase 60,000 shares was granted on November 1, 1999 at an exercise price of \$5.875 per share. Vesting began on January 1, 2002 and continued in quarterly equal installments over two years, fully vested on January 1, 2004.

- (2) An option to purchase 100,000 shares was granted on January 3, 2001 at an exercise price of \$14.969 per share. Vesting began on January 31, 2001 and continued in quarterly equal installments over four years, fully vested on January 3, 2005.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in March 2005.

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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