

NVIDIA CORP
Form 4
December 08, 2006

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 *
GAITHER JAMES C

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2006

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common	12/06/2006		M		40,000	A	\$ 21.4875
Common	12/06/2006		M		70,000	A	\$ 5.535
Common	12/06/2006		M		10,000	A	\$ 5.535
Common	12/06/2006		M		50,000	A	\$ 9.545
Common	12/06/2006		M		10,000	A	\$ 9.545
Common	12/06/2006		M		10,000	A	\$ 7.71
Common	12/06/2006		M		10,000	A	\$ 13.53
Common	12/06/2006		M		41,668	A	\$ 17

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Common	12/06/2006	M	118,332	A	\$ 17	478,270	D
Common	12/06/2006	S	360,000	D	\$ <u>(1)</u>	118,270	D

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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	
Non-Qualified Stock Option (right to buy)	\$ 7.71	12/06/2006		M		10,000	08/01/2005	07/31/2010	Common
Stock Option (Right to Buy)	\$ 9.545	12/06/2006		M		10,000	08/01/2004	07/31/2009	Common
Stock Option (Right to Buy)	\$ 9.545	12/06/2006		M		50,000	11/01/2005	07/31/2009	Common
Stock Option (Right to Buy)	\$ 17	12/06/2006		M		41,668	07/13/2001	07/12/2010	Common
Stock Option (Right to Buy)	\$ 17	12/06/2006		M		118,332	07/13/2001	07/12/2010	Common
Stock Option (Right to Buy)	\$ 13.53	12/06/2006		M		10,000	08/01/2006	07/31/2011	Common
Stock Option (Right to Buy)	\$ 21.4875	12/06/2006		M		40,000	08/16/2002	08/15/2011	Common
Stock Option (Right to Buy)	\$ 5.535	12/06/2006		M		70,000	08/01/2003	07/31/2012	Common
Stock Option (Right to Buy)	\$ 5.535	12/06/2006		M		10,000	08/01/2003	07/31/2012	Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAITHER JAMES C 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X			

Signatures

By: Robert Yin, by power of attorney
12/08/2006

__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) This represents the weighted average sales price.

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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