

GAITHER JAMES C

Form 4/A

March 20, 2009

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 *
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)
06/20/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)
06/24/2008

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	06/20/2008 ⁽¹⁾		J ⁽¹⁾		5,574	A	<u>11</u> 5,574
Common	06/20/2008 ⁽¹⁾		J ⁽¹⁾		5,574	D	<u>11</u> 153,830

By Trust
(2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Securities (Instr. 3 and 4)	8. Date (Instr. 3 and 4)
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.76	06/20/2008		A		30,000		(3)	06/19/2014	Common	30,000
Stock Option (Right to Buy)	\$ 19.76	06/20/2008		A		10,000		(4)	06/19/2014	Common	10,000

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 03/20/2009

**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).
- On 6/5/08, 5,574 shares were transferred from an individual ownership (direct) to the trust (indirect), of which the reporting person is the
- (1) trustee. The transfer was made without consideration and there was no change in pecuniary interest. This amended filing is to reflect the transfer.
 - (2) Shares held by a trust of which the reporting person is the trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.
 - (3) Automatic grant in connection with service on the Board of Directors. The grant shall begin vesting on the second anniversary of the grant date and thereafter shall vest quarterly over one year, being fully vested in 2011, provided that the Reporting Person has attended at least 75% of the Board of Directors meetings in the two year period following the grant date. If the Reporting Person has not attended at least 75% of the Board of Directors meetings in the two year period following the grant date, the grant shall vest 30% on the third anniversary of the grant date, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the second anniversary of the grant date due to disability, the grant shall immediately vest and become exercisable on a quarterly pro rata basis. If the Reporting Person's service as a director terminates due to death, the grant shall immediately vest and become exercisable.

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Automatic grant in connection with service on a Committee of the Board of Directors. The grant shall vest on the first anniversary of the grant date, provided that the Reporting Person has attended at least 75% of the Committee meetings in the year following the grant date.

- If the Reporting Person has attended fewer than 75% of the Committee meetings in the year following the grant date, the grant shall vest
- (4) 10% per year for each of the first three years after the grant, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the first anniversary of the grant date due to disability, the grant shall immediately vest and become exercisable on a monthly pro rata basis. If the Reporting Person's service as a director terminates due to death, the grant shall immediately vest and become exercisable.

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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