HUANG JEN HSUN

Form 4

December 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

C/O NVIDIA

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Street)

(Middle)

NVIDIA CORP [NVDA] 3. Date of Earliest Transaction

(Check all applicable)

(Month/Day/Year)

X Director 10% Owner X_ Officer (give title Other (specify

below) President and CEO

CORPORATION, 2701 SAN TOMAS EXPRESSWAY

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

12/07/2010

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95050

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	onor Disposed (Instr. 3, 4	(A) or		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)	
Common Stock	12/07/2010		Code V M(1)	Amount 588,522	(D)	Price \$ 8.75	896,198	D		
Comon Stock	12/07/2010		M <u>(1)</u>	11,478	A	\$ 8.75	907,676	D		
Common Stock	12/07/2010		M <u>(1)</u>	36,327	A	\$ 11.95	944,003	D		
Common Stock	12/07/2010		S <u>(1)</u>	636,327	D	\$ 15.11 (2)	307,676	D		
	12/08/2010		M <u>(1)</u>	63,600	A		371,276	D		

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Common Stock					\$ 11.95				
Common Stock	12/08/2010	S <u>(1)</u>	63,600	D	\$ 15.05 (3)	307,676	D		
Common Stock						19,466,775	I	By Trust (4)	
Common Stock						1,237,239	I	By Partnership (5)	
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.									
						nd to the collected in this form		SEC 1474 (9-02)	

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

number.

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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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year) or D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 8.75	12/07/2010		M <u>(1)</u>	588,522	<u>(6)</u>	04/12/2011	Common Stock	588,52
Employee Stock Option	\$ 8.75	12/07/2010		M <u>(1)</u>	11,478	<u>(6)</u>	04/12/2011	Common Stock	11,478

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(Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 11.95	12/07/2010	M <u>(1)</u>	36,327	<u>(6)</u>	07/25/2011	Common Stock	36,32
Employee Stock Option (Right to Buy)	\$ 11.95	12/08/2010	M <u>(1)</u>	63,600	<u>(6)</u>	07/25/2011	Common Stock	63,600

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HUANG JEN HSUN						
C/O NVIDIA CORPORATION	X		President and CEO			
2701 SAN TOMAS EXPRESSWAY	Λ		Flesidelli alid CEO			
SANTA CLARA, CA 95050						

Signatures

/s/ David M. Shannon, Attorney-in-Fact for Jen-Hsun Huang

**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 transaction was pursuant to a 10b5-1 Plan.
- Represents weighted average sales price. The shares were sold at prices ranging from \$15.00 to \$15.22. The Reporting Person will (2) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- Represents weighted average sales price. The shares were sold at prices ranging from \$15.00 to \$15.10. The Reporting Person will (3) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (5) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (6) Fully vested.

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.

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