

NVIDIA CORP

Form 4

December 27, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Puri Ajay K

(Last) (First) (Middle)

C/O 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)
12/26/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Worldwide Sales

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	12/26/2007		M		58,389	A	\$ 12.05	61,454 ⁽¹⁾	D
Common Stock	12/26/2007		S		58,389	D	\$ 36	3,065 ⁽¹⁾	D
Common Stock	12/27/2007		M		50,000	A	\$ 12.05	53,065 ⁽¹⁾	D
Common Stock	12/27/2007		S		36,900	D	\$ 36.25	16,165 ⁽¹⁾	D
Common Stock	12/27/2007		S		500	D	\$ 36.29	15,665 ⁽¹⁾	D

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Common Stock	12/27/2007	S	6,600	D	\$ 36.27	9,065 ⁽¹⁾	D
Common Stock	12/27/2007	S	400	D	\$ 36.26	8,665 ⁽¹⁾	D
Common Stock	12/27/2007	S	900	D	\$ 36.28	7,765 ⁽¹⁾	D
Common Stock	12/27/2007	S	4,700	D	\$ 36.2913	3,065 ⁽¹⁾	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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 12.05	12/26/2007		M	58,389	⁽²⁾ 12/21/2011	Common Stock	58,389
Stock Option (Right to Buy)	\$ 12.05	12/27/2007		M	50,000	⁽²⁾ 12/21/2011	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Puri Ajay K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	Director 10% Owner Officer Other VP, Worldwide Sales

Signatures

/s/ Christine Lillquist,
Attorney-in-Fact

12/27/2007

__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) Includes 465 shares purchased through the Issuer's ESPP on August 31, 2007 and reflects a 3:2 stock split of the Issuer's Common Stock that was effective on September 10, 2007.
- (2) The shares subject to the option become exercisable quarterly over three years measured from 12/22/05.

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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