

Miller Richard
Form 4
June 29, 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 *
Miller Richard

(Last) (First) (Middle)
70 W. PLUMERIA DR.

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2005

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)
VP, Chief Technology Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>700</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	700
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>200</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	200
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>600</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	600
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>800</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	800
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>2,000</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	2,000
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>500</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	500
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>200</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	200
Incentive Stock	\$ 2.4	06/27/2005	S	<u>500</u> ⁽¹⁾					06/10/2005	06/10/2014	Common Stock	500

Option (right to buy)									
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>400</u> (1)	06/10/2005	06/10/2014	Common Stock	400	
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>800</u> (1)	06/10/2005	06/10/2014	Common Stock	800	
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>100</u> (1)	06/10/2005	06/10/2014	Common Stock	100	
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S	<u>3,200</u> (1)	06/10/2005	06/10/2014	Common Stock	3,200	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Richard 70 W. PLUMERIA DR. SAN JOSE, CA 95134			VP, Chief Technology Officer	

Signatures

By: Pulay Mohun, Attorney-in-fact For: Richard G. Miller
06/29/2005

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 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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