

NVIDIA CORP  
Form 4  
December 12, 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 \*  
**COXE TENCH**

(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)  
12/08/2006

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 or Price			
Common	12/08/2006		M		25,816 (1)	A	\$ 5.535 1,415,240 (2) D	
Common	12/08/2006		S		25,816 (1)	D	\$ 35.7006 1,389,424 (2) D (3)	
Common	12/08/2006		S		203,258	D	\$ 35.5805 1,186,166 (2) D (3)	
Common	12/08/2006		S		50,000	D	\$ 35.5805 114,208 I (3)	By Profit Sharing Plan

							Trust <sup>(4)</sup>		
Common	12/08/2006		S	96,742	D	\$ 35,5805 <u>(3)</u>	214,566	I	By Trust <u>(5)</u>
Common	12/11/2006		M	<u>10,000</u> <sup>(1)</sup>	A	\$ 5.535	1,196,166 <sup>(2)</sup>	D	
Common	12/11/2006		M	<u>124,184</u> <sup>(1)</sup>	A	\$ 5.535	1,320,350 <sup>(2)</sup>	D	
Common	12/11/2006		S	<u>134,184</u> <sup>(1)</sup>	D	\$ 36.2688 <u>(3)</u>	1,186,166 <sup>(2)</sup>	D	

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 number.**

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option (Right to Buy)	\$ 5.535	12/08/2006		M	25,816 <u>(1)</u>	08/01/2003 07/31/2012	Common	25,816	
Stock Option (Right to Buy)	\$ 5.535	12/11/2006		M	<u>10,000</u> <sup>(1)</sup>	08/01/2003 07/31/2012	Common	10,000	
Stock Option (Right to Buy)	\$ 5.535	12/11/2006		M	<u>124,184</u> <sup>(1)</sup>	08/01/2003 07/31/2012	Common	124,184	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

COXE TENCH  
755 PAGE MILL ROAD, SUITE A-200 X  
PALO ALTO, CA 943041005

## Signatures

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

\_\_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) The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (2) The reporting person shares pecuniary interest in 663,444 shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (3) This represents the weighted average sales price.
- (4) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.
- (5) Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

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.