

HUANG JEN HSUN  
 Form 4  
 June 18, 2009

**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 \*  
 HUANG JEN HSUN

2. Issuer Name and Ticker or Trading Symbol  
 NVIDIA CORP [NVDA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

(Last) (First) (Middle)  
 C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/16/2009

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

SANTA CLARA, CA 95050

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
Common Stock	06/16/2009		M <sup>(1)</sup>	43,412	A	\$ 3.11	963,212 D
Common Stock	06/16/2009		S <sup>(1)</sup>	43,412	D	\$ 10.95	919,800 D
Common Stock	06/17/2009		G <sup>(1)</sup>	13,024	D	\$ 0	906,776 D
Common Stock	06/17/2009		M <sup>(1)</sup>	43,412	A	\$ 3.11	950,188 D
	06/17/2009		S <sup>(1)</sup>	43,412	D		906,776 D

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Common Stock						\$ 11.16 <u>(3)</u>			
Common Stock	06/18/2009		G <sup>(1)</sup> V	13,024	D	\$ 0	893,752	D	
Common Stock	06/18/2009		M <sup>(1)</sup>	43,412	A	\$ 3.11	937,164	D	
Common Stock	06/18/2009		S <sup>(1)</sup>	43,412	D	\$ 11.15 <u>(4)</u>	893,752	D	
Common Stock	03/30/2009		G V	57,500	D	\$ 0	19,457,465	I	By Trust <sup>(5)</sup>
Common Stock							1,237,239	I	By Partnership <sup>(6)</sup>
Common Stock							57,500	I	By Jen-Hsun Huang 2009 Annuity Trust
Common Stock							57,500	I	By Lori Lynn Huang 2009 Annuity Trust

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 3.11	06/16/2009		M <sup>(1)</sup>	43,412	01/31/2005	01/31/2010		43,412



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