

MILLER WILLIAM J
Form 4
March 17, 2010

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

OMB Number: 3235-0287
Expires: January 31, 2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLER WILLIAM J

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

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)

C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2010

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/15/2010		M ⁽¹⁾	60,000	A	\$ 11.33	60,000 D
Common Stock	03/15/2010		S ⁽¹⁾	60,000	D	\$ 17.18 <u>(2)</u>	0 D
Common Stock	03/15/2010		M ⁽¹⁾	62,502	A	\$ 11.33	62,502 D
Common Stock	03/15/2010		S ⁽¹⁾	62,502	D	\$ 17.18 <u>(2)</u>	0 D

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Common Stock	302,808	I	The Milbor Family Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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
Director Stock Option (Right to Buy)	\$ 11.33	03/15/2010		M ⁽¹⁾	60,000	<u>(3)</u>	07/12/2010	Common Stock	60,000		
Director Stock Option (Right to Buy)	\$ 11.33	03/15/2010		M ⁽¹⁾	62,502	<u>(3)</u>	07/12/2010	Common Stock	62,502		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER WILLIAM J C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X			

Signatures

/s/ John T. McKenna as Attorney-in-Fact for William J. Miller

03/16/2010

__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 \$17.05 to \$17.28. 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.

(3) 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.

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