Edgar Filing: SHANNON DAVID M - Form 4

Form 4	I DAVID M									
March 10, 2011 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). March 10, 2011 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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 3235-028 Number: January 31 2009 Estimated average burden hours per response 0.3		
	Address of Reporting		Issuer Name nbol	and	l Ticker or	Tradir	ıg	5. Relationship of Issuer	Reporting Pe	rson(s) to
(Last) C/O NVID CORPORA TOMAS E	Middle) 3. I (Ma 03/	VIDIA CORP [NVDA] Date of Earliest Transaction Month/Day/Year) 3/08/2011					(Check all applicable) <u></u> Director <u></u> 10% Owner <u></u> Officer (give title <u></u> Other (specify below) EVP, Gen. Counsel, Secretary			
	(Street) LARA, CA 95050	File	f Amendmen ed(Month/Day/		-	l		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by M Person	Dne Reporting I	Person
(City)	(State)	(Zip)	Table I - No	on-I	Derivative S	Securi	ities Acqu	uired, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. 4. Securities Acquired tte, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Year) (Instr. 8) (A) or				quired of (D)	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)
Common Stock	03/08/2011		M ⁽¹⁾	·	10,000	A	\$ 8.47	100,668 <u>(2)</u>	D	
Common Stock	03/08/2011		G <u>(1)</u>	V	10,000	D	\$0	90,668	D	
Common Stock	03/08/2011		G <u>(1)</u>	v	10,000	А	\$0	76,880	I	Shannon Revocable Trust (3)
Common Stock	03/08/2011		S <u>(1)</u>		2,060	D	\$ 19.75 (4)	74,820	Ι	Shannon Revocable Trust (3)

Edgar Filing: SHANNON DAVID M - Form 4

Common Stock					\$			Shannon
	03/08/2011	S(1)	7,940	D	20.66	20.66 66,880	Ι	Revocable
					(5)			Trust (3)

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.

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. Transactio Code (Instr. 8)	TransactionDerivative Code Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities8(Instr. 3 and 4)5(Instr. 3 and 4)6	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 8.47	03/08/2011		M <u>(1)</u>	10,000	<u>(6)</u>	05/16/2011	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
SHANNON DAVID M C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			EVP, Gen. Counsel, Secretary					
Signatures								
/s/ Rebecca Peters, Attorney-in-Fact for David M. Shannon			03/10/2011					
**Signature of Reporting Person	L		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.

Edgar Filing: SHANNON DAVID M - Form 4

- (2) Includes 3,000 shares issued pursuant to the Issuer's Employee Stock Purchase Plan on February 28, 2011.
- (3) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.

Represents weighted average sales price. The shares were sold at prices ranging from \$19.35 to \$20.35. The Reporting Person will(4) 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.

Represents weighted average sales price. The shares were sold at prices ranging from \$20.39 to \$20.75. The Reporting Person will (5) 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.
- (6) 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. 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.