HUANG JEN HSUN Form 4

March 18, 2011

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

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(b).

(Last)

1. Name and Address of Reporting Person * **HUANG JEN HSUN**

(First)

(Middle)

C/O NVIDIA

CORPORATION, 2701 SAN TOMAS EXPRESSWAY

(Street)

Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

NVIDIA CORP [NVDA] 3. Date of Earliest Transaction

(Month/Day/Year) 03/16/2011

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

(Check all applicable)

X Director 10% Owner X_ Officer (give title Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA, CA 95050

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	(A) or		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	03/16/2011		Code V M(1)	63,600	(D)	\$ 11.95	371,276	D	
Comon Stock	03/16/2011		S <u>(1)</u>	63,200	D	\$ 17.81 (2)	308,076	D	
Common Stock	03/16/2011		S <u>(1)</u>	400	D	\$ 18.33 (3)	307,676	D	
Common Stock	03/17/2011		M(1)	63,600	A	\$ 11.95	371,276	D	

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Common Stock	03/17/2011	S(1)	63,600	D	\$ 17.69 (4)	307,676	D	
Common Stock	03/18/2011	M(1)	63,709	A	\$ 11.95	371,385	D	
Common Stock	03/18/2011	S <u>(1)</u>	63,709	D	\$ 17.8 (5)	307,676	D	
Common Stock						19,466,775	I	By Trust (6)
Common Stock						1,237,239	I	By Partnership (7)
Common Stock						52,845	I	By Jen-Hsun Huang 2009 Annuity Trust
Common Stock						52,845	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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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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)		
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Employee Stock Option (Right to Buy)	\$ 11.95	03/16/2011		M(1)	(11)	63,600	<u>(8)</u>	07/25/2011	Common Stock	6
Employee Stock	\$ 11.95	03/17/2011		M <u>(1)</u>		63,600	<u>(8)</u>	07/25/2011	Common Stock	6

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Option (Right to Buy)								
Employee Stock Option (Right to Buy)	\$ 11.95	03/18/2011	M(1)	63,709	(8)	07/25/2011	Common Stock	6
Employee Stock Option (Right to Buy)	\$ 17.62	03/18/2011	A	250,000	<u>(9)</u>	03/18/2021	Common Stock	25

Reporting Owners

Reporting Owner Name / Address	Relationships						
rioporting o mior rumo, rumoss	Director	10% Owner	Officer	Other			
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X		President and CEO				

Signatures

/s/ John T. McKenna, Attorney-in-Fact for Jen-Hsun
Huang
03/18/2011

**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 \$17.31 to \$18.31. 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$18.32 to \$18.34. The Reporting Person will (3) 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 \$17.22 to \$18.00. 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 \$17.61 to \$18.18. 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) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (7) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.

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- (8) Fully vested.
- (9) The option shall vest as to 25% of the shares on March 16, 2012 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option shall be fully vested on the four(4) year anniversary of the date of grant.

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.