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NVIDIA CORP

March 22, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 The longer State of this box if no longer UNITED STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Section 16. Form 4 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section If (a) of the Public Utility Holding Company Act of 1935 or Section If (a) of the Public Utility Holding Company Act of 1935 or Section If (a) of the Public Utility Holding Company Act of 1940 (Asi) (Frint or Type Response) I. Name and Address of Reporting Person Shoquist Debora (Find (Mode)) Debor (CONVIDIA (Stete) (Isst. 3) (Month/Day/Year) (Stete) (Ste	NVIDIA CC Form 4	DRP										
FORM 4 INITED STATES SECURITIES Subject to Section 16. OMB APPROVAL Washington, D.C. 20549 OMB APPROVAL Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Section 17(a) of the Public Utility Holding Company Act of 1934, 30(h) of the Investment Company Act of 1940. State average burden hours per response * * * * Section 17(a) of the Public Utility Holding Company Act of 1940. State average burden hours per response 0.5 * </td <td></td> <td>013</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>		013										
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Form 4 or Form 4 or Form 4 or Section 16. Section 17.(a) of the Public Utility Holding Company Act of 1934, any and 10. Set Instruction 10. (Print or Type Responses) 1. Name and Address of Reporting Person 1 1. Name and Address of Reporting Person 2 Symbol NVIDIA CORP [NVDA] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Cor VVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Carly (Mate) Carly Carly Carly (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Carly (Month/Day/Year) Carly Carly Carly (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Street) 4. If Amendment, Date Original Filed Month/Day/Year) (Carly (Month/Day/Year) 2. (Carly (Month/Day/Year) 2. (Month/Day/Year) 2. (Month/Day/Year) 3. (Month/Day/Year) 3. (Month/Day/Year) 3. (Month/Day/Year) 3. (Month/Day/Year) 4. (Month/Day/Year) 4. (Month/Day/Year) 4. (Month/Day/Year) 4. (Month/Day/Year) 5. (Month/Day/Year) 4. (Month/Day/Year) 5. (Month/Day/Year) 6. (Month/Day/Year) 6. (Month/Day/Year) 6. (Month/Day/Year) 6. (Month/Day/Year) 6. (Month/Day/Year) 6. (Month/Day/Year) 6.										OMB APPROVAL		
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C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY 03/20/2013 $x_{ac}^{x}_{below}$ (give titleOther (specify below) Collection (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person Form filed by One Reporting Person 	(Last)	(First) (N	Middle)	3. Date of	f Earliest Tr	ansaction			(Check	eck an applicable)		
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$\begin{array}{cccc} & (A) & Transaction(s) \\ & or & (Instr. 3 and 4) \\ \hline Common & 03/20/2013 & A & 20,700 & A & \$ 0 \ \underline{(1)} & 112,460 \ \underline{(2)} & D \\ \hline Common & 03/20/2013 & E & 5,025 & D & \$ & 107.435 & D \\ \hline \end{array}$	Security	1.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any			3.4. Securities AcquiredTransaction(A) or Disposed of (D)Code(Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	Indirect Beneficial Ownership	
Stock $03/20/2013$ A $20,700$ A $\$ 0 (1)$ $112,460 (2)$ D Common $03/20/2013$ E $5,025$ D $\$$ $107,435$ D					Code V	Amount	or	Price	Transaction(s)	(Instr. 4)		
		03/20/2013			А	20,700	А	\$ 0 <u>(1)</u>	112,460 (2)	D		
Stock (3) (3) (3) (3) (3) (12.62) $(107,455)$ (3)	Common Stock	03/20/2013			F	5,025 (<u>3)</u>	D	\$ 12.62	107,435	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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)		8 I S (,
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 12.62	03/20/2013		А	34,500	(4)	03/19/2023	Common Stock	34,500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treforming of their real cost	Director	10% Owner	Officer	Other			
Shoquist Debora C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			EVP, Operations				
Signatures							
/s/ Rebecca Peters, Attorney-in-Fact fo Shoquist		03/22/2013					
<u>**</u> Signature of Reporting Person			Date				
Explanation of Poopo	nooo	•					

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).

The shares represent restricted stock units that were received as an award, for no consideration. The restricted stock unit shall vest as to
 (1) 25% of the shares on March 19, 2014 and 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.

- (2) Includes 1,160 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 28, 2013 and 12,812 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
- (3) Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
- (4) The option shall vest as to 25% of the shares on March 20, 2014 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is 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.