

NVIDIA CORP
Form 4
March 03, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FISHER JEFFREY D

(Last) (First) (Middle)

**NVIDIA CORPORATION, 2701
SAN TOMAS EXPRESSWAY**

(Street)

SANTA CLARA, CA 95050

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
Senior VP, GPU Business Unit

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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/01/2006		M		15,000	A	\$ 1.75	16,399 ⁽⁴⁾	D
Common Stock	03/01/2006		S		15,000	D	\$ 48.955	1,399	D
Common Stock	03/01/2006		M		7,500	A	\$ 5.125	8,899	D
Common Stock	03/01/2006		S		7,500	D	\$ 49.02	1,399	D
Common Stock	03/01/2006		M		7,500	A	\$ 14.969	8,899	D

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Common Stock	03/01/2006	S	7,500	D	\$ 48.97	1,399	D	
Common Stock	03/01/2006	S	20,000	D	\$ 48.96	136,365	I	By Fisher Family Trust
Common Stock						36,000	I	By Children's 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
Employee Stock Option (Right to buy)	\$ 1.75	03/01/2006		M		15,000		<u>(1)</u>	05/16/2011	Common Stock	15,000
Employee Stock Option (Right to buy)	\$ 5.125	03/01/2006		M		7,500		<u>(2)</u>	10/27/2009	Common Stock	7,500
Employee Stock Option (Right to buy)	\$ 14.969	03/01/2006		M		7,500		<u>(3)</u>	01/02/2011	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER JEFFREY D NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050			Senior VP, GPU Business Unit	

Signatures

Jeffrey D. Fisher 03/03/2006

Signature of Date
Reporting Person

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) An option to purchase 400,000 shares of common stock at an exercise price of \$1.75 was granted on December 7, 1998. The option fully vested on December 7, 2002.
- (2) An option to purchase 84,000 shares at an exercise price of \$5.125 was granted on September 28, 1999. The option fully vested on September 28, 2004.
- (3) An option to purchase 100,000 shares of common stock at an exercise price of \$14.969 was granted on January 3, 2001. The option fully vested on January 3, 2005.
- (4) Includes 1,399 shares acquired under NVIDIA's 1998 Employee Stock Purchase Plan (Section 423 Plan) on February 28, 2006.

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.