HUANG JEN HSUN
Form 4
June 18, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O 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)
06/16/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ 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 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	06/16/2009		M(1)		43,412	A	$ 3.11	963,212	D	
Common Stock	06/16/2009		S(1)		43,412	D	$ 10.95 (2)	919,800	D	
Common Stock	06/17/2009		G(1)	V	13,024	D	$ 0	906,776	D	
Common Stock	06/17/2009		M(1)		43,412	A	$ 3.11	950,188	D	
	06/17/2009		S(1)		43,412	D		906,776	D	

Common Stock							$ 11.16 (3)			
Common Stock	06/18/2009		G(1)	V	13,024	D	$ 0	893,752	D	
Common Stock	06/18/2009		M(1)		43,412	A	$ 3.11	937,164	D	
Common Stock	06/18/2009		S(1)		43,412	D	$ 11.15 (4)	893,752	D	
Common Stock	03/30/2009		G	V	57,500	D	$ 0	19,457,465	I	By Trust (5)
Common Stock								1,237,239	I	By Partnership (6)
Common Stock								57,500	I	By Jen-Hsun Huang 2009 Annuity Trust
Common Stock								57,500	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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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 Share
	$ 3.11	06/16/2009		M(1)			43,412	01/31/2005	01/31/2010		43,412

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	$ 3.11	06/17/2009		M[(1)]	43,412	01/31/2005	01/31/2010	Common Stock	43,412
Employee Stock Option (Right to Buy)	$ 3.11	06/18/2009		M[(1)]	43,412	01/31/2005	01/31/2010	Common Stock	43,412

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	06/18/2009
**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.
- **(2)** Represents weighted average sales price. The shares were sold at prices ranging from $10.85 to $11.06. The Reporting Person will 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)** Represents weighted average sales price. The shares were sold at prices ranging from $10.76 to $11.38. The Reporting Person will 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.
- **(4)** Represents weighted average sales price. The shares were sold at prices ranging from $10.95 to $11.44. The Reporting Person will 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.
- **(5)** 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.
- **(6)** The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.

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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