

HUANG JEN HSUN

Form 4

June 10, 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
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

OMB
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(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)
06/08/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock	06/08/2011		M ⁽¹⁾	63,600	A \$ 11.95	371,276	D
Common Stock	06/08/2011		S ⁽¹⁾	63,600	D \$ 17.64 (2)	307,676	D
Common Stock	06/09/2011		M ⁽¹⁾	63,600	A \$ 11.95	371,276	D
Common Stock	06/09/2011		S ⁽¹⁾	63,600	D \$ 17.3 (3)	307,676	D
	06/10/2011		M ⁽¹⁾	63,709	A	371,385	D

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Common Stock					\$ 11.95			
Common Stock	06/10/2011		S ⁽¹⁾	63,709	D	\$ 17.14 ⁽⁴⁾	307,676	D
Common Stock							19,477,489	I
								By Trust ⁽⁵⁾
Common Stock							1,237,239	I
								By Partnership ⁽⁶⁾
Common Stock							47,488	I
								By Jen-Hsun Huang 2009 Annuity Trust
Common Stock							47,488	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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(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)	\$ 11.95	06/08/2011		M ⁽¹⁾	63,600	⁽⁷⁾ 07/25/2011	Common Stock 63,600
	\$ 11.95	06/09/2011		M ⁽¹⁾	63,600	⁽⁷⁾ 07/25/2011	63,600

Common
Stock

Common
Stock

63,709

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

06/10/2011

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 \$17.43 to \$18.06. 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 \$16.74 to \$17.50. 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 \$16.98 to \$17.49. 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.
- (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.
- (7) 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.