

NVIDIA CORP
Form 4
March 05, 2014

FORM 4

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

OMB APPROVAL

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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 *
Shoquist Debora

(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)
03/03/2014

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)
EVP, Operations

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/03/2014		M ⁽¹⁾		75,000	A	\$ 17.66 200,647
Common Stock	03/03/2014		M ⁽¹⁾		30,000	A	\$ 10 230,647
Common Stock	03/03/2014		M ⁽¹⁾		68,950	A	\$ 10.2 299,597
Common Stock	03/03/2014		M ⁽¹⁾		26,250	A	\$ 10.56 325,847
Common Stock	03/03/2014		M ⁽¹⁾		20,000	A	\$ 14.465 345,847

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Common Stock	03/03/2014	M ⁽¹⁾	15,000	A	\$ 14.46	360,847	D
Common Stock	03/03/2014	M ⁽¹⁾	10,000	A	\$ 13.71	370,847	D
Common Stock	03/03/2014	S ⁽¹⁾	300,634	D	\$ 18.06	70,213	D

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.66	03/03/2014		M ⁽¹⁾	75,000	⁽²⁾ 03/18/2014	Common Stock	75,000
Stock Option (Right to Buy)	\$ 10	03/03/2014		M ⁽¹⁾	30,000	⁽²⁾ 09/16/2014	Common Stock	30,000
Stock Option (Right to Buy)	\$ 10.2	03/03/2014		M ⁽¹⁾	68,950	⁽²⁾ 03/17/2015	Common Stock	68,950
Stock Option (Right to Buy)	\$ 10.56	03/03/2014		M ⁽¹⁾	26,250	⁽³⁾ 09/14/2020	Common Stock	26,250
Stock Option (Right to Buy)	\$ 14.465	03/03/2014		M ⁽¹⁾	20,000	⁽⁴⁾ 09/20/2021	Common Stock	20,000

Stock Option (Right to Buy)	\$ 14.46	03/03/2014	M ⁽¹⁾	15,000	⁽⁵⁾	03/20/2022	Common Stock	15,000
Stock Option (Right to Buy)	\$ 13.71	03/03/2014	M ⁽¹⁾	10,000	⁽⁶⁾	09/18/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 for Debora Shoquist	03/05/2014
**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) Fully vested.
- (3) The option vested as to 25% of the shares on September 15, 2011 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.
- (4) The option vested as to 25% of the shares on September 21, 2012 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.
- (5) The option vested as to 25% of the shares on March 21, 2013 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.
- (6) The option vested as to 25% of the shares on September 19, 2013 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.