

NVIDIA CORP
Form 4
June 25, 2007

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 *
JONES HARVEY C

(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)
06/21/2007

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)

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	06/21/2007		M	41,664 A \$ 17	1,176,336	D	
Common Stock	06/21/2007		M	118,336 A \$ 17	1,294,672	D	
Common Stock	06/21/2007		M	40,000 A \$ 17	1,334,672	D	
Common Stock	06/21/2007		S	200,000 D \$ 42.1753	1,134,672	D	
Common Stock					423,736	I	Jones Living

Common Stock	47,840	I	Trust ⁽¹⁾ ACK Family Partnership <u>(2)</u>
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Director Stock Option (Right to Buy)	\$ 17	06/21/2007		M	41,664	<u>(3)</u> 07/12/2010	Common Stock	41,664	
Director Stock Option (Right to Buy)	\$ 17	06/21/2007		M	118,336	<u>(4)</u> 07/12/2010	Common Stock	118,336	
Director Stock Option (Right to Buy)	\$ 17	06/21/2007		M	40,000	<u>(5)</u> 07/12/2010	Common Stock	40,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES HARVEY C C/O NVIDIA CORPORATION	X			

2701 SAN TOMAS EXPRESSWAY
SANTA CLARA, CA 95050

Signatures

/s/ Christine Lillquist,
Attorney-in-fact

06/25/2007

__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) Shares originally owned directly by Harvey C. Jones were transferred into the Jones Living Trust (the "Trust"), of which Mr. Jones and his wife are co-trustees. These shares of Common Stock are now owned indirectly by the Reporting Person through the Trust.

The Reporting Person is a general partner of ACK Partnership (the "Partnership"), the Reporting Person may be deemed to beneficially
- (2) own the shares currently held by the Partnership. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares.
- (3) An option to purchase 41,664 shares of common stock at an exercise price of \$17.00 was granted on July 13, 2000. The option fully vested on July 13, 2004.
- (4) An option to purchase 118,336 shares of common stock at an exercise price of \$17.00 was granted on July 13, 2000. The option fully vested on July 13, 2004.
- (5) An option to purchase 40,000 shares of common stock at an exercise price of \$17.00 was granted on July 13, 2000. The option fully vested on July 13, 2004.

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.