SHANNON DAVID M

Form 4 March 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHANNON DAVID M			2. Issuer Name and Ticker or Trading Symbol NVIDIA CORP [NVDA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Choose an approach)		
	O NVIDIA RPORATION, 2701 SAN MAS EXPRESSWAY		(Month/Day/Year) 03/01/2011	Director 10% Owner Self-counsel, Secretary		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SANTA CLA	.RA, CA 9:	5050	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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 n(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/01/2011		M(1)	·	15,000	A	\$ 8.47	102,668	D		
Common Stock	03/01/2011		G <u>(1)</u>	V	15,000	D	\$ 0	87,668	D		
Common Stock	03/01/2011		G <u>(1)</u>	V	15,000	A	\$ 0	81,880	I	Shannon Revocable Trust (2)	
Common Stock	03/01/2011		S <u>(1)</u>		10,000	D	\$ 22.16 (3)	71,880	I	Shannon Revocable Trust (2)	

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Shannon 5,000 D \$ 66,880 Common $S^{(1)}$ 03/01/2011 Revocable Stock Trust (2)

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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
Stock Option (Right to Buy)	\$ 8.47	03/01/2011		M(1)	15,000	<u>(4)</u>	05/16/2011	Common Stock	15,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

SHANNON DAVID M C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050

EVP, Gen. Counsel, Secretary

Signatures

/s/ John T. McKenna, Attorney-in-Fact for David M. Shannon

03/03/2011

**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.

Reporting Owners 2

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- (2) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.
 - Represents weighted average sales price. The shares were sold at prices ranging from \$21.67 to \$22.67. 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.
- (4) 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.