

NVIDIA CORP  
Form 4  
October 01, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
09/27/2007

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 09/27/2007                           |  | S                              | 17,977 D  | \$ 36.55  | 405,759 I  | Jones Living Trust (1)                                |
| Common Stock                    | 09/27/2007                           |  | S                              | 81,056 D  | \$ 36.56  | 324,703 I  | Jones Living Trust (1)                                |
| Common Stock                    | 09/27/2007                           |  | S                              | 11,744 D  | \$ 36.57  | 312,959 I  | Jones Living Trust (1)                                |
| Common                          | 09/27/2007                           |  | S                              | 14,400 D  | \$  | 298,559 I  | Jones   |

Edgar Filing: NVIDIA CORP - Form 4

|              |            |   |        |   |          |         |   |                                     |
|--------------|------------|---|--------|---|----------|---------|---|-------------------------------------|
| Stock        |            |   |        |   | 36.58    |         |   | Living Trust<br><u>(1)</u>          |
| Common Stock | 09/27/2007 | S | 7,820  | D | \$ 36.59 | 290,739 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 2,000  | D | \$ 36.61 | 288,739 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 1,100  | D | \$ 36.62 | 287,639 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 2,800  | D | \$ 36.63 | 284,839 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 2,900  | D | \$ 36.64 | 281,939 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 14,559 | D | \$ 36.65 | 267,380 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 2,200  | D | \$ 36.66 | 265,180 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 11,841 | D | \$ 36.67 | 253,339 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 1,100  | D | \$ 36.68 | 252,239 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 600    | D | \$ 36.69 | 251,639 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 10,300 | D | \$ 36.7  | 241,339 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 2,200  | D | \$ 36.71 | 239,139 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 3,200  | D | \$ 36.72 | 235,939 | I | Jones<br>Living Trust<br><u>(1)</u> |
| Common Stock | 09/27/2007 | S | 1,300  | D | \$ 36.73 | 234,639 | I | Jones<br>Living Trust<br><u>(1)</u> |

Edgar Filing: NVIDIA CORP - Form 4

|              |            |   |       |   |          |         |   |                               |
|--------------|------------|---|-------|---|----------|---------|---|-------------------------------|
| Common Stock | 09/27/2007 | S | 6,681 | D | \$ 36.74 | 227,958 | I | Jones Living Trust<br>(1)     |
| Common Stock |            |   |       |   |          | 47,840  | I | ACK Family Partnership<br>(2) |
| Common Stock |            |   |       |   |          | 992,838 | D |                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| JONES HARVEY C<br>C/O NVIDIA CORPORATION<br>2701 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95050 | X             |           |         |       |

## Signatures

/s/ Christine Lillquist,  
Attorney-in-fact

10/01/2007

\*\*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.

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.