

SHANNON DAVID M  
Form 4  
September 11, 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 \*  
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)  
C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

3. Date of Earliest Transaction (Month/Day/Year)  
09/07/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, General Counsel, Secretary

(Street)  
SANTA CLARA, CA 95050

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (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 (D) Price  |   |  |   |
| Common Stock                    | 09/07/2007                           |  | M                              | 222,897 A \$ 5.535  | 222,897   | D  |   |
| Common Stock                    | 09/07/2007                           |  | M                              | 52,380 A \$ 13.12   | 275,277   | D  |   |
| Common Stock                    | 09/07/2007                           |  | M                              | 35,000 A \$ 12.71   | 310,541 <sup>(4)</sup>  | D  |   |
| Common Stock                    | 09/07/2007                           |  | S                              | 2,677 D \$ 50.64  | 307,864   | D  |   |
| Common Stock                    | 09/07/2007                           |  | S                              | 6,900 D \$ 50.65  | 300,964   | D  |   |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 09/07/2007 | S | 7,200  | D | \$ 50.66 | 293,764 | D |
| Common Stock | 09/07/2007 | S | 4,620  | D | \$ 50.68 | 289,144 | D |
| Common Stock | 09/07/2007 | S | 4,800  | D | \$ 50.69 | 284,344 | D |
| Common Stock | 09/07/2007 | S | 11,070 | D | \$ 50.7  | 273,274 | D |
| Common Stock | 09/07/2007 | S | 4,050  | D | \$ 50.71 | 269,224 | D |
| Common Stock | 09/07/2007 | S | 4,430  | D | \$ 50.72 | 264,794 | D |
| Common Stock | 09/07/2007 | S | 4,000  | D | \$ 50.73 | 260,794 | D |
| Common Stock | 09/07/2007 | S | 16,300 | D | \$ 50.74 | 244,494 | D |
| Common Stock | 09/07/2007 | S | 5,100  | D | \$ 50.75 | 239,394 | D |
| Common Stock | 09/07/2007 | S | 654    | D | \$ 50.76 | 238,740 | D |
| Common Stock | 09/07/2007 | S | 1,400  | D | \$ 50.77 | 237,340 | D |
| Common Stock | 09/07/2007 | S | 3,200  | D | \$ 50.78 | 234,140 | D |
| Common Stock | 09/07/2007 | S | 1,800  | D | \$ 50.79 | 232,340 | D |
| Common Stock | 09/07/2007 | S | 2,400  | D | \$ 50.8  | 229,940 | D |
| Common Stock | 09/07/2007 | S | 1,273  | D | \$ 50.82 | 228,667 | D |
| Common Stock | 09/07/2007 | S | 3,240  | D | \$ 50.83 | 225,427 | D |
| Common Stock | 09/07/2007 | S | 700    | D | \$ 50.85 | 224,727 | D |
| Common Stock | 09/07/2007 | S | 3,700  | D | \$ 50.87 | 221,027 | D |
| Common Stock | 09/07/2007 | S | 1,200  | D | \$ 50.88 | 219,827 | D |
| Common Stock | 09/07/2007 | S | 3,500  | D | \$ 50.89 | 216,327 | D |
|              | 09/07/2007 | S | 3,300  | D | \$ 50.9  | 213,027 | D |

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Common  
Stock

|                 |            |   |       |   |             |         |   |
|-----------------|------------|---|-------|---|-------------|---------|---|
| Common<br>Stock | 09/07/2007 | S | 900   | D | \$<br>50.93 | 212,127 | D |
| Common<br>Stock | 09/07/2007 | S | 3,696 | D | \$<br>50.94 | 208,431 | D |
| Common<br>Stock | 09/07/2007 | S | 900   | D | \$<br>50.96 | 207,531 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (Right to Buy)                | \$ 5.535   | 09/07/2007                           |  | M                              | 222,897   | <u>(1)</u> 07/31/2012                                    | Common Stock 222,897  |
| Stock Option (Right to Buy)                | \$ 13.12   | 09/07/2007                           |  | M                              | 52,380  | <u>(2)</u> 04/12/2010                                    | Common Stock 52,380   |
| Stock Option (Right to Buy)                | \$ 12.71   | 09/07/2007                           |  | M                              | 35,000  | <u>(3)</u> 05/16/2011                                    | Common Stock 35,000   |

## Reporting Owners

| Reporting Owner Name / Address            | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| SHANNON DAVID M<br>C/O NVIDIA CORPORATION |               |           | VP, General Counsel, Secretary |       |

2701 SAN TOMAS EXPRESSWAY  
SANTA CLARA, CA 95050

## Signatures

/s/ Christine Lillquist,  
Attorney-in-Fact

09/11/2007

\_\_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) Fully vested
- (2) Vesting begins April 13, 2007 and continues on a quarterly basis for the next year; fully vests on April 13, 2008.
- (3) Vesting begins on May 17, 2007 and continues on a quarterly basis for the next year, fully vests on May 17, 2008.
- (4) Includes 264 shares acquired under NVIDIA's 1998 Employee Stock Purchase Plan (Section 423 Plan) on August 31, 2007.

### Remarks:

1 of 4 filings made to report transactions occurring on September 7, 2007. The numbers do not reflect the 3-for-2 stock split th

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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