

NVIDIA CORP
Form 4
December 08, 2006

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 *
GAITHER JAMES C

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NVIDIA CORP [NVDA]

3. Date of Earliest Transaction (Month/Day/Year)
12/06/2006

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common	12/06/2006		M		40,000 A \$ 21.4875	D	
Common	12/06/2006		M		70,000 A \$ 5.535	D	
Common	12/06/2006		M		10,000 A \$ 5.535	D	
Common	12/06/2006		M		50,000 A \$ 9.545	D	
Common	12/06/2006		M		10,000 A \$ 9.545	D	
Common	12/06/2006		M		10,000 A \$ 7.71	D	
Common	12/06/2006		M		10,000 A \$ 13.53	D	
Common	12/06/2006		M		41,668 A \$ 17	D	

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Common	12/06/2006	M	118,332	A	\$ 17	478,270	D
Common	12/06/2006	S	360,000	D	\$ <u>(1)</u>	118,270	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 7.71	12/06/2006		M	10,000	08/01/2005 07/31/2010	Common	
Stock Option (Right to Buy)	\$ 9.545	12/06/2006		M	10,000	08/01/2004 07/31/2009	Common	
Stock Option (Right to Buy)	\$ 9.545	12/06/2006		M	50,000	11/01/2005 07/31/2009	Common	
Stock Option (Right to Buy)	\$ 17	12/06/2006		M	41,668	07/13/2001 07/12/2010	Common	
Stock Option (Right to Buy)	\$ 17	12/06/2006		M	118,332	07/13/2001 07/12/2010	Common	
Stock Option (Right to Buy)	\$ 13.53	12/06/2006		M	10,000	08/01/2006 07/31/2011	Common	
Stock Option (Right to Buy)	\$ 21.4875	12/06/2006		M	40,000	08/16/2002 08/15/2011	Common	
Stock Option (Right to Buy)	\$ 5.535	12/06/2006		M	70,000	08/01/2003 07/31/2012	Common	
Stock Option (Right to Buy)	\$ 5.535	12/06/2006		M	10,000	08/01/2003 07/31/2012	Common	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAITHER JAMES C 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X			

Signatures

By: Robert Yin, by power of attorney
12/08/2006

__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 represents the weighted average sales price.

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.