**NVIDIA CORP** Form 4 June 24, 2008

## FORM 4

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

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)

(City)

1.Title of

Security

(Instr. 3)

Security

1. Name and Address of Reporting Person \* **COXE TENCH** 

(First) (Middle) (Last)

755 PAGE MILL ROAD, SUITE

A-200

(Street)

PALO ALTO, CA 943041005

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol NVIDIA CORP [NVDA]

3. Date of Earliest Transaction

(Month/Day/Year) 06/20/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A) or Code V Amount (D) Price 6. Individual or Joint/Group Filing(Check

X\_ Director

Officer (give title

Issuer

below)

Applicable Line) \_X\_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

Form filed by More than One Reporting

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Beneficially (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Instr. 3 and 4)

Securities

Following

Reported

Transaction(s)

Owned

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

(Zip)

2. Transaction Date 2A. Deemed

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

#### Edgar Filing: NVIDIA CORP - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.76	06/20/2008		A	30,000		<u>(1)</u>	06/19/2014	Common	30,000
Stock Option (Right to Buy)	\$ 19.76	06/20/2008		A	10,000		(3)	06/19/2014	Common	10,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

COXE TENCH
755 PAGE MILL ROAD, SUITE A-200 X
PALO ALTO, CA 943041005

## **Signatures**

By: Robert Yin, by power of attorney 06/24/2008

\*\*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).

Automatic grant in connection with service on the Board of Directors. The grant shall begin vesting on the second anniversary of the grant date and thereafter shall vest quarterly over one year, being fully vested in 2011, provided that the Reporting Person has attended at least 75% of the Board of Directors meetings in the two year period following the grant date. If the Reporting Person has not attended at

- (1) least 75% of the Board of Directors meetings in the two year period following the grant date, the grant shall vest 30% on the third anniversary of the grant date, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the second anniversary of the grant date due to disability, the grant shall immediately vest and become exercisable on a quarterly pro rata basis. If the Reporting Person's service as a director terminates due to death, the grant shall immediately vest and become exercisable.
- (2) The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (3) Automatic grant in connection with service on a Committee of the Board of Directors. The grant shall vest on the first anniversary of the grant date, provided that the Reporting Person has attended at least 75% of the Committee meetings in the year following the grant date. If the Reporting Person has attended fewer than 75% of the Committee meetings in the year following the grant date, the grant shall vest 10% per year for each of the first three years after the grant, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the first anniversary of the grant date due to disability, the grant shall immediately vest and become exercisable on a monthly pro rata basis. If the Reporting Person's service as a director terminates due to

Reporting Owners 2

### Edgar Filing: NVIDIA CORP - Form 4

death, the grant shall immediately vest and become exercisable.

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.