

PortalPlayer, Inc.
Form 4/A
June 01, 2005

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tandy Scott

(Last) (First) (Middle)

70 W. PLUMERIA DRIVE

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/20/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below)

VP of Strategic Marketing

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Stock | 05/18/2005 | | S | | 72 ⁽¹⁾ | D \$ 16.67 | 9,615 D |
| Common Stock | 05/18/2005 | | S | | 72 ⁽¹⁾ | D \$ 16.69 | 9,543 D |
| Common Stock | 05/18/2005 | | S | | 109 ⁽¹⁾ | D \$ 16.79 | 9,434 D |
| Common Stock | 05/18/2005 | | S | | 72 ⁽¹⁾ | D \$ 16.75 | 9,362 D |
| Common Stock | 05/18/2005 | | S | | 145 ⁽¹⁾ | D \$ 16.82 | 9,217 D |

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| | | | | | | | |
|--------------|------------|---|------------------|---|----------|------------------|---|
| Common Stock | 05/18/2005 | S | 36 <u>(1)</u> | D | \$ 16.92 | 9,181 | D |
| Common Stock | 05/18/2005 | S | 723 <u>(1)</u> | D | \$ 16.71 | 8,458 | D |
| Common Stock | 05/18/2005 | S | 558 <u>(1)</u> | D | \$ 16.66 | 7,900 | D |
| Common Stock | 05/18/2005 | S | 57 <u>(1)</u> | D | \$ 16.65 | 7,843 | D |
| Common Stock | 05/18/2005 | S | 289 <u>(1)</u> | D | \$ 16.61 | 7,554 | D |
| Common Stock | 05/18/2005 | S | 562 <u>(1)</u> | D | \$ 16.72 | 6,992 | D |
| Common Stock | 05/18/2005 | S | 1,282 <u>(1)</u> | D | \$ 16.73 | 5,710 | D |
| Common Stock | 05/18/2005 | S | 290 <u>(1)</u> | D | \$ 16.81 | 5,420 | D |
| Common Stock | 05/18/2005 | S | 688 <u>(1)</u> | D | \$ 16.8 | 4,732 | D |
| Common Stock | 05/18/2005 | S | 1,085 <u>(1)</u> | D | \$ 16.74 | 3,647 | D |
| Common Stock | 05/18/2005 | S | 1,374 <u>(1)</u> | D | \$ 16.78 | 2,273 | D |
| Common Stock | 05/18/2005 | S | 290 <u>(1)</u> | D | \$ 16.68 | 1,983 | D |
| Common Stock | 05/18/2005 | S | 615 <u>(1)</u> | D | \$ 16.9 | 1,368 | D |
| Common Stock | 05/18/2005 | S | 181 <u>(1)</u> | D | \$ 16.93 | 1,586 <u>(2)</u> | 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.

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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 | 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. Nu Deriv Secur Bene Own Follo Repo |
|---|--|---|---|--------------------------------------|---|--|---|---|---|
|---|--|---|---|--------------------------------------|---|--|---|---|---|

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

Trans
(Instr

| 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 |
| Tandy Scott 70 W. PLUMERIA DRIVE SAN JOSE, CA 95134 | | | VP of Strategic Marketing | |

Signatures

| | |
|--|------------|
| /s/ Pulay Mohun, Attorney-in-fact for Scott Tandy | 06/01/2005 |
| 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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2005.
- (2) Includes 399 shares acquired under the PortalPlayer, Inc. employee stock purchase plan on May 4, 2005.

Remarks:

This Amendment is being filed to report the sale of these shares as a separate line entry for each price at which they were sold
average price as previously reported.

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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