

HUANG JEN HSUN

Form 4

May 11, 2009

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HUANG JEN HSUN

(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)  
05/11/2009

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) President and CEO

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)
			Code	V Amount (D) Price			

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Am Underlying Sec
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Employee Stock Option (Right to Buy)	\$ 19.1567	05/11/2009	D <sup>(1)</sup>			298,247	<sup>(1)</sup>	03/31/2013	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 23.65	05/11/2009	A <sup>(1)</sup>		298,247		<sup>(1)</sup>	03/31/2013	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 18.9	05/11/2009	D <sup>(2)</sup>			202,500	<sup>(2)</sup>	03/21/2014	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 23.65	05/11/2009	A <sup>(2)</sup>		202,500		<sup>(2)</sup>	03/21/2014	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 17.66	05/11/2009	D <sup>(3)</sup>			200,000	<sup>(3)</sup>	03/19/2015	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 23.65	05/11/2009	A <sup>(3)</sup>		200,000		<sup>(3)</sup>	03/19/2015	Common Stock	2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X		President and CEO	

## Signatures

David M. Shannon, Attorney-in-Fact for Jen-Hsun  
Huang

05/11/2009

\_\_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).

The two reported transactions involved an amendment of an outstanding option in connection with the settlement of certain stockholder derivative actions, resulting for purposes of Section 16 in the deemed cancellation of a portion of the "old" option and the grant of a

- (1) replacement option. The amendment is solely for the purpose of increasing the exercise price of the portion of the option deemed to have been cancelled and replaced. The option was originally granted on March 31, 2006 and provides for vesting in equal quarterly installments over a one year period beginning on May 15, 2010, such that the option will be fully vested on May 15, 2011.

The two reported transactions involved an amendment of an outstanding option in connection with the settlement of certain stockholder derivative actions, resulting for purposes of Section 16 in the deemed cancellation of the "old" option and the grant of a replacement

- (2) option. The amendment is solely for the purpose of increasing the exercise price of the option deemed to have been cancelled and replaced. The option was originally granted on March 21, 2007 and provides for vesting as to 50% of the option on August 15, 2011 and the remaining 50% of the option on November 15, 2011, such that the option is fully vested on November 15, 2011.

The two reported transactions involved an amendment of an outstanding option in connection with the settlement of certain stockholder derivative actions, resulting for purposes of Section 16 in the deemed cancellation of the "old" option and the grant of a replacement

- (3) option. The amendment is solely for the purpose of increasing the exercise price of the option deemed to have been cancelled and replaced. The option was originally granted on March 19, 2008 and provides for vesting as to 50% of the option on August 15, 2012 and the remaining 50% of the option on November 15, 2012, such that the option is fully vested on November 15, 2012.

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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