

HUANG JEN HSUN  
 Form 4  
 March 01, 2012

**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 \*  
 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)  
 02/28/2012

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 Ownership (Instr. 4) |            |   |                         |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------|---|-------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                      |            |   |                         |
| Common Stock                    | 02/28/2012                           |                                                    | M                              |                                                                   | 225,000                                                                                       | A                                                        | \$ 8.473                                   | 907,676    | D |                         |
| Common Stock                    | 02/28/2012                           |                                                    | M                              |                                                                   | 150,000                                                                                       | A                                                        | \$ 10                                      | 1,057,676  | D |                         |
| Common Stock                    | 02/21/2012                           |                                                    | G                              | V                                                                 | 375,000                                                                                       | D                                                        | \$ 0                                       | 682,676    | D |                         |
| Common Stock                    | 02/21/2012                           |                                                    | G                              | V                                                                 | 375,000                                                                                       | A                                                        | \$ 0                                       | 19,852,489 | I | By Trust <sup>(1)</sup> |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                            | 1,237,239  | I | By Partnership          |

|              |        |   | (2)                                   |
|--------------|--------|---|---------------------------------------|
| Common Stock | 47,488 | I | By Jen-Hsun Huang 2009 Annuity Trust  |
| Common Stock | 47,488 | I | By Lori Lynn Huang 2009 Annuity Trust |

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 Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 8.473                                               | 02/28/2012                           |                                                    | M                              | 225,000                                                                                 | (3) 05/16/2012                                           | Common Stock                                                  | 225,000 |                      |
| Employee Stock Option (Right to Buy)       | \$ 10                                                  | 02/28/2012                           |                                                    | M                              | 150,000                                                                                 | (3) 05/16/2012                                           | Common Stock                                                  | 150,000 |                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                   |       |
|--------------------------------|---------------|-----------|-------------------|-------|
|                                | Director      | 10% Owner | Officer           | Other |
| HUANG JEN HSUN                 | X             |           | President and CEO |       |

C/O NVIDIA CORPORATION  
2701 SAN TOMAS EXPRESSWAY  
SANTA CLARA, CA 95050

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Jen-Hsun  
Huang

03/01/2012

\_\_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 shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (2) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (3) Fully vested.

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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