

SHANNON DAVID M  
Form 4  
February 23, 2011

**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 \*  
SHANNON DAVID M

(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)  
02/22/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP, Gen. Counsel, Secretary

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
| Common Stock                    | 02/22/2011                           |  | M <sup>(1)</sup>               | V   | 15,000 A \$ 8.47  | 102,668  | D  |
| Common Stock                    | 02/22/2011                           |  | G <sup>(1)</sup>               | V   | 15,000 D \$ 0   | 87,668   | D  |
| Common Stock                    | 02/22/2011                           |  | G <sup>(1)</sup>               | V   | 15,000 A \$ 0   | 81,880   | I Shannon Revocable Trust <sup>(2)</sup>   |
| Common Stock                    | 02/22/2011                           |  | S <sup>(1)</sup>               | D   | \$ 23.52 <sup>(3)</sup>   | 71,580   | I Shannon Revocable Trust <sup>(2)</sup>   |

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|              |            |  |                         |       |   |                           |        |   |                                    |
|--------------|------------|--|-------------------------|-------|---|---------------------------|--------|---|------------------------------------|
| Common Stock | 02/22/2011 |  | <u>S</u> <sup>(1)</sup> | 4,700 | D | \$<br>24.41<br><u>(4)</u> | 66,880 | I | Shannon Revocable Trust <u>(2)</u> |
|--------------|------------|--|-------------------------|-------|---|---------------------------|--------|---|------------------------------------|

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 8.47  | 02/22/2011                           |  | <u>M</u> <sup>(1)</sup>        | 15,000  | <u>(5)</u> 05/16/2011                                    | Common Stock  | 15,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships  |
|---|--|
| SHANNON DAVID M<br>C/O NVIDIA CORPORATION<br>2701 SAN TOMAS EXPRESSWAY<br>SANTA CLARA, CA 95050 | Director 10% Owner Officer<br>EVP, Gen. Counsel, Secretary |

## Signatures

/s/ John T. McKenna, Attorney-in-Fact for David M. Shannon  
 \*\*Signature of Reporting Person  
 02/23/2011  
 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 transaction was pursuant to a 10b5-1 Plan.

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- (2) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.  
Represents weighted average sales price. The shares were sold at prices ranging from \$23.14 to \$24.14. The Reporting Person will
- (3) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.  
Represents weighted average sales price. The shares were sold at prices ranging from \$24.15 to \$24.78. The Reporting Person will
- (4) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) 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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