

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

1. Name and Address of Reporting Person *
JONES HARVEY C

2. Issuer Name **and** Ticker or Trading Symbol
NVIDIA CORP [NVDA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
05/21/2015

___X___ Director _____ 10% Owner
 _____ Officer (give title _____ Other (specify
 below) below)

C/O NVIDIA
CORPORATION, 2701 SAN
TOMAS EXPRESSWAY

(Street)

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

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

SANTA CLARA, CA 95050

(City) (State) (Zip)

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	(A) or (D) Price			
Common Stock	05/21/2015		A		10,283	A \$ 0 <u>(1)</u>	22,491	D	
Common Stock							758,970	I	H.C. Jones Living Trust <u>(2)</u>
Common Stock							65,520	I	By Childrens' Trusts <u>(3)</u>

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				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
JONES HARVEY C C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Harvey C. Jones 05/26/2015

__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) Annual grant in connection with service on the Board of Directors. The shares represent restricted stock units that were received as an award, for no consideration. The restricted stock units shall vest as to 50% of the shares on November 18, 2015 and 50% of the shares on May 18, 2016. If the Reporting Person's service as a director terminates at any time due to death, the grant shall immediately become fully vested.

(2) Shares are held by H.C. Jones Living Trust, of which the Reporting Person is the trustee.

The shares are held in trust as follows: 21,800 by the Gregory C. Jones Trust, 21,800 by the Carolyn E. Jones Trust and 21,800 by Harvey C. Jones III Trust. The Reporting Person is co-trustee of each of the trusts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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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