

NVIDIA CORP
Form 4
December 08, 2006

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 *
GAITHER JAMES C

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/06/2006

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)

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 or Price | | |
| Common | 12/06/2006 | | M | | 40,000 A \$ 21.4875 | 158,270 | D |
| Common | 12/06/2006 | | M | | 70,000 A \$ 5.535 | 228,270 | D |
| Common | 12/06/2006 | | M | | 10,000 A \$ 5.535 | 238,270 | D |
| Common | 12/06/2006 | | M | | 50,000 A \$ 9.545 | 288,270 | D |
| Common | 12/06/2006 | | M | | 10,000 A \$ 9.545 | 298,270 | D |
| Common | 12/06/2006 | | M | | 10,000 A \$ 7.71 | 308,270 | D |
| Common | 12/06/2006 | | M | | 10,000 A \$ 13.53 | 318,270 | D |
| Common | 12/06/2006 | | M | | 41,668 A \$ 17 | 359,938 | D |

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| | | | | | | | | |
|--------|------------|--|---|---------|---|------------------|---------|---|
| Common | 12/06/2006 | | M | 118,332 | A | \$ 17 | 478,270 | D |
| Common | 12/06/2006 | | S | 360,000 | D | \$ <u>(1)</u> | 118,270 | 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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | |
| Non-Qualified Stock Option (right to buy) | \$ 7.71 | 12/06/2006 | | M | | 10,000 | 08/01/2005 | 07/31/2010 | Common |
| Stock Option (Right to Buy) | \$ 9.545 | 12/06/2006 | | M | | 10,000 | 08/01/2004 | 07/31/2009 | Common |
| Stock Option (Right to Buy) | \$ 9.545 | 12/06/2006 | | M | | 50,000 | 11/01/2005 | 07/31/2009 | Common |
| Stock Option (Right to Buy) | \$ 17 | 12/06/2006 | | M | | 41,668 | 07/13/2001 | 07/12/2010 | Common |
| Stock Option (Right to Buy) | \$ 17 | 12/06/2006 | | M | | 118,332 | 07/13/2001 | 07/12/2010 | Common |
| Stock Option (Right to Buy) | \$ 13.53 | 12/06/2006 | | M | | 10,000 | 08/01/2006 | 07/31/2011 | Common |
| Stock Option (Right to Buy) | \$ 21.4875 | 12/06/2006 | | M | | 40,000 | 08/16/2002 | 08/15/2011 | Common |
| Stock Option (Right to Buy) | \$ 5.535 | 12/06/2006 | | M | | 70,000 | 08/01/2003 | 07/31/2012 | Common |
| Stock Option (Right to Buy) | \$ 5.535 | 12/06/2006 | | M | | 10,000 | 08/01/2003 | 07/31/2012 | Common |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GAITHER JAMES C 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005 | X | | | |

Signatures

By: Robert Yin, by power of attorney
Date: 12/08/2006

__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) This represents the weighted average sales price.

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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