

HUANG JEN HSUN
 Form 4
 May 11, 2009

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)
 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | 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 ⁽¹⁾ | | 298,247 | <u>(1)</u> | 03/31/2013 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 23.65 | 05/11/2009 | A ⁽¹⁾ | 298,247 | | <u>(1)</u> | 03/31/2013 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 18.9 | 05/11/2009 | D ⁽²⁾ | | 202,500 | <u>(2)</u> | 03/21/2014 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 23.65 | 05/11/2009 | A ⁽²⁾ | 202,500 | | <u>(2)</u> | 03/21/2014 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 17.66 | 05/11/2009 | D ⁽³⁾ | | 200,000 | <u>(3)</u> | 03/19/2015 | Common Stock | 2 |
| Employee Stock Option (Right to Buy) | \$ 23.65 | 05/11/2009 | A ⁽³⁾ | 200,000 | | <u>(3)</u> | 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 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.

(1) 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 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.

(2) 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 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.