

NVIDIA CORP
Form 4
May 17, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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)
05/16/2016

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)
EVP, CAO & Secretary

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)	Price		
Common Stock	05/16/2016		M	47,500	A \$ 10.56	444,329	D
Common Stock	05/16/2016		M	42,500	A \$ 17.62	486,829	D
Common Stock	05/16/2016		M	42,500	A \$ 14.465	529,329	D
Common Stock	05/16/2016		M	50,000	A \$ 14.46	579,329	D
Common Stock	05/16/2016		M	43,750	A \$ 13.71	623,079	D

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Common Stock	05/16/2016		M	29,850	A	\$ 12.62	652,929	D	
Common Stock	05/16/2016		M	24,875	A	\$ 16	677,804	D	
Common Stock	05/16/2016		S	271,049	D	\$ 42.0739	406,755	D	
Common Stock							110,800	I	Shannon Revocable Trust ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 10.56	05/16/2016		M	47,500	⁽²⁾ 09/14/2020	Common Stock	47,500
Stock Option (Right to Buy)	\$ 17.62	05/16/2016		M	42,500	⁽²⁾ 03/18/2021	Common Stock	42,500
Stock Option (Right to Buy)	\$ 14.465	05/16/2016		M	42,500	⁽²⁾ 09/20/2021	Common Stock	42,500
Stock Option (Right to Buy)	\$ 14.46	05/16/2016		M	50,000	⁽²⁾ 03/20/2022	Common Stock	50,000
	\$ 13.71	05/16/2016		M	43,750	⁽³⁾ 09/18/2022		43,750

