

HUANG JEN HSUN
 Form 4
 May 23, 2006

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 *
 HUANG JEN HSUN

(Last) (First) (Middle)

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)
 05/22/2006

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)
 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|--------------------|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 05/22/2006 | | M | V | 210,000 | A | \$ 0.9143 | 1,225,000 | D | |
| Common Stock | 05/22/2006 | | S | | 210,000 | D | \$ 23.678 | 1,015,000 | D | |
| Common Stock | 05/22/2006 | | S | | 130,000 | D | \$ 23.678 | 885,000 | D | |
| Common Stock | 05/22/2006 | | G | | 125,000 | D | \$ 23.678 | 760,000 | D | |
| Common Stock | 05/22/2006 | | S | | 97,500 | D | \$ 23.678 | 1,409,826 | I | By Partnership (3) |

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In February 1998, an option to purchase 3,200,000 shares of common stock was granted at an exercise price of \$0.914375 per share. The option fully vested on February 2, 2002.

- (3) These shares are held by J. and L. Huang Investments, L.P., of which the Trust is a general partner.
- (4) The shares are held by the Jen-Hsun Huang and Lori Huang, as co-Trustees of the Jen-Hsun and Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.

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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