

JONES HARVEY C
Form 4
April 09, 2007

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 *
JONES HARVEY C

(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)
04/05/2007

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 Stock	04/05/2007		M	50,000 A \$ 9.545	1,184,672	D	
Common Stock	04/05/2007		S	50,000 D \$ 30.3391	1,134,672	D	
Common Stock	04/05/2007		M	10,000 A \$ 13.53	1,144,672	D	
Common Stock	04/05/2007		S	10,000 D \$ 30.3391	1,134,672	D	
Common Stock	04/05/2007		S	69,360 D \$ 30.3391	423,736	I	Jones Living Trust ⁽¹⁾

Common Stock	47,840	I	ACK Family Partnership (2)
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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
Director Stock Option (Right to buy)	\$ 9.545	04/05/2007		M	50,000	<u>(3)</u> 07/31/2009	Common Stock	50,000
Director Stock Option (Right to buy)	\$ 13.53	04/05/2007		M	10,000	<u>(4)</u> 07/31/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES HARVEY C NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X			

Signatures

Christine Lillquist,
Attorney-in-fact

04/09/2007

__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) Shares originally owned directly by Harvey C. Jones were transferred into the Jones Living Trust (the "Trust"), of which Mr. Jones and his wife are co-trustees. These shares of Common Stock are now owned indirectly by the Reporting Person through the Trust.

The Reporting Person is a general partner of the ACK Partnership (the "Partnership"), the reporting person may be deemed to beneficially
- (2) own the shares currently held by the partnership. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares.
- (3) An option to purchase 50,000 shares of common stock at an exercise price of \$9.545 was granted on August 1, 2003. The option fully vested on August 1, 2006.
- (4) An option to purchase 10,000 shares of common stock at an exercise price of \$13.53 was granted on August 1, 2005. The option fully vested on August 1, 2006.

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.