

STEVENS MARK A
Form 4
November 10, 2011

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 *
STEVENS MARK A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O SEQUOIA CAPITAL, 3000
SAND HILL ROAD, BLDG. 4-180

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/09/2011		M		120,000	A	\$ 11.66
Common Stock	11/09/2011		M		48,000	A	\$ 9.67
Common Stock	11/09/2011		M		40,000	A	\$ 12.46
Common Stock					1,837,866	I	

By Trust
(1)

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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 11.66	11/09/2011		M	120,000	<u>(2)</u> 09/02/2014	Common Stock 120,000
Director Stock Option (Right to Buy)	\$ 9.67	11/09/2011		M	48,000	<u>(2)</u> 05/20/2015	Common Stock 48,000
Director Stock Option (Right to Buy)	\$ 12.46	11/09/2011		M	40,000	<u>(2)</u> 05/19/2016	Common Stock 40,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEVENS MARK A
C/O SEQUOIA CAPITAL
3000 SAND HILL ROAD, BLDG. 4-180
MENLO PARK, CA 94025

X

Signatures

/s/ Rebecca Peters, as Attorney-in-Fact for Mark A. Stevens

11/10/2011

__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) Held by The 3rd Millennium Trust, of which Mr. Stevens and his wife are co-trustees.
 - (2) Fully vested.

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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