

NVIDIA CORP
Form 4
December 12, 2006

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 *
COXE TENCH

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2006

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)

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|------------------------|
| | | | Code | V | Amount or Price | | | |
| Common | 12/08/2006 | | M | | 25,816 (1) | A | \$ 5.535 1,415,240 (2) D | |
| Common | 12/08/2006 | | S | | 25,816 (1) | D | \$ 35.7006 1,389,424 (2) D (3) | |
| Common | 12/08/2006 | | S | | 203,258 | D | \$ 35.5805 1,186,166 (2) D (3) | |
| Common | 12/08/2006 | | S | | 50,000 | D | \$ 35.5805 114,208 I (3) | By Profit Sharing Plan |

| | | | | | | | Trust ⁽⁴⁾ | | |
|--------|------------|--|---|----------------------------------|---|-----------------------------|--------------------------|---|------------------------|
| Common | 12/08/2006 | | S | 96,742 | D | \$ 35.5805 <u>(3)</u> | 214,566 | I | By Trust <u>(5)</u> |
| Common | 12/11/2006 | | M | <u>10,000</u> ⁽¹⁾ | A | \$ 5.535 | 1,196,166 ⁽²⁾ | D | |
| Common | 12/11/2006 | | M | <u>124,184</u> ⁽¹⁾ | A | \$ 5.535 | 1,320,350 ⁽²⁾ | D | |
| Common | 12/11/2006 | | S | <u>134,184</u> ⁽¹⁾ | D | \$ 36.2688 <u>(3)</u> | 1,186,166 ⁽²⁾ | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Stock Option (Right to Buy) | \$ 5.535 | 12/08/2006 | | M | <u>25,816</u> ⁽¹⁾ | 08/01/2003 07/31/2012 | Common 25,816 |
| Stock Option (Right to Buy) | \$ 5.535 | 12/11/2006 | | M | <u>10,000</u> ⁽¹⁾ | 08/01/2003 07/31/2012 | Common 10,000 |
| Stock Option (Right to Buy) | \$ 5.535 | 12/11/2006 | | M | <u>124,184</u> ⁽¹⁾ | 08/01/2003 07/31/2012 | Common 124,184 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

COXE TENCH
755 PAGE MILL ROAD, SUITE A-200 X
PALO ALTO, CA 943041005

Signatures

By: Robert Yin, by power of attorney 12/12/2006

__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) The reporting person shares pecuniary interest in these shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (2) The reporting person shares pecuniary interest in 663,444 shares with other individuals pursuant to a contractual relationship. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in these shares.
- (3) This represents the weighted average sales price.
- (4) Shares held by SHV Profit Sharing Plan, a retirement trust, for the benefit of the reporting person.
- (5) Shares held by a trust of which the reporting person is a trustee. The reporting person disclaims beneficial ownership in these shares except as to the reporting person's pecuniary interest in the trust.

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.