

SHANNON DAVID M
Form 4
December 09, 2009

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Gen. Counsel, Secretary

(Last) (First) (Middle)
C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2009

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

SANTA CLARA, CA 95050

(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 Indirect or Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	12/08/2009		M ⁽¹⁾	A	\$ 8.75	77,100	D
Common Stock	12/08/2009		G ⁽¹⁾	D	\$ 0	71,600	D ⁽²⁾
Common Stock	12/08/2009		G ⁽¹⁾	A	\$ 0	72,380	I Shannon Revocable Trust ⁽³⁾
Common Stock	12/08/2009		S ⁽¹⁾	D	\$ 15.47	66,880	I Shannon Revocable Trust ⁽³⁾

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- (3) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is a co-trustee.
Represents weighted average sales price. The shares were sold at prices ranging from \$15.25 to \$15.83. The Reporting Person will
- (4) provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) 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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