NVIDIA CORP Form 4 January 11, 2012

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **BURGESS ROBERT K**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

NVIDIA CORP [NVDA]

(Check all applicable)

(First) (Middle) (Last)

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

X_ Director 10% Owner Officer (give title Other (specify

C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

01/10/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SANTA CLARA, CA 95050

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

(Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if TransactionDerivative Derivative Conversion

6. Date Exercisable and 5. Number of **Expiration Date**

7. Title and Amount of 8 Underlying Securities

7. Nature of

Ownership (Instr. 4)

Indirect

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		(
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to Buy)	\$ 14.48	01/10/2012		A	50,000	<u>(1)</u>	01/09/2022	Common Stock	50,000	
Stock Option (Right to Buy)	\$ 14.48	01/10/2012		A	16,041	(2)	01/09/2022	Common Stock	16,041	

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporting of the relation	Director	10% Owner	Officer	Other		
BURGESS ROBERT K C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X					

Signatures

/s/ Rebecca Peters,
Attorney-in-fact
01/11/2012

**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 grant shall vest quarterly over three years, commencing on December 8, 2011.
- (2) 7,291 shares subject to the option shall vest and become exercisable on 2/19/12 and 8,750 shares subject to the option shall vest and become exercisable on 5/19/12.

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.

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