

HUANG JEN HSUN
 Form 4
 February 16, 2011

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 *
 HUANG JEN HSUN

(Last) (First) (Middle)

C/O 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)
 02/14/2011

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)
 President and CEO

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	(A) or (D)	Price
Common Stock	02/14/2011		M ⁽¹⁾		63,600	A	\$ 11.95
Comon Stock	02/14/2011		S ⁽¹⁾		49,600	D	\$ 23.51
Common Stock	02/14/2011		S ⁽¹⁾		14,000	D	\$ 24.24
Common Stock	02/15/2011		M ⁽¹⁾		63,600	A	\$ 11.95

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Common Stock	02/15/2011	<u>S</u> ⁽¹⁾	63,600	D	\$ 22.67 <u>(4)</u>	307,676	D	
Common Stock	02/16/2011	<u>M</u> ⁽¹⁾	63,709	A	\$ 11.95	371,385	D	
Common Stock	02/16/2011	<u>S</u> ⁽¹⁾	63,709	D	\$ 23.32 <u>(5)</u>	307,676	D	
Common Stock						19,466,775	I	By Trust ⁽⁶⁾
Common Stock						1,237,239	I	By Partnership ⁽⁷⁾
Common Stock						52,845	I	By Jen-Hsun Huang 2009 Annuity Trust
Common Stock						52,845	I	By Lori Lynn Huang 2009 Annuity Trust

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

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(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
Employee Stock Option	\$ 11.95	02/14/2011		<u>M</u> ⁽¹⁾	63,600	<u>(8)</u>	07/25/2011	Common Stock	63,600

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 11.95	02/15/2011	M ⁽¹⁾	63,600	<u>(8)</u>	07/25/2011	Common Stock	63,600	
Employee Stock Option (Right to Buy)	\$ 11.95	02/16/2011	M ⁽¹⁾	63,709	<u>(8)</u>	07/25/2011	Common Stock	63,709	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X		President and CEO	

Signatures

/s/ John T. McKenna, Attorney-in-Fact for Jen-Hsun Huang
 02/16/2011

__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) This transaction was pursuant to a 10b5-1 Plan.
 Represents weighted average sales price. The shares were sold at prices ranging from \$23.02 to \$24.00. The Reporting Person will 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.
- (2) Represents weighted average sales price. The shares were sold at prices ranging from \$24.03 to \$24.49. The Reporting Person will 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.
- (3) Represents weighted average sales price. The shares were sold at prices ranging from \$22.46 to \$23.20. The Reporting Person will 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.
- (4) Represents weighted average sales price. The shares were sold at prices ranging from \$22.81 to \$23.69. The Reporting Person will 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) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (6) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.
- (7)

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(8) 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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