

NVIDIA CORP
Form 4
December 17, 2007

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 *
SEAWELL A BROOKE

(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)
12/16/2007

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock | 12/14/2007 | | M | | 60,000 A \$ 1.3646 | 60,000 (1) | D |
| Common Stock | 12/14/2007 | | S | | 5,100 D \$ 35.14 | 54,900 (1) | D |
| Common Stock | 12/14/2007 | | S | | 4,000 D \$ 35.13 | 50,900 (1) | D |
| Common Stock | 12/14/2007 | | S | | 500 D \$ 35.12 | 50,400 (1) | D |
| Common Stock | 12/14/2007 | | S | | 1,408 D \$ 35.1 | 48,992 (1) | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------|------------------------|---|
| Common Stock | 12/14/2007 | S | 3,428 | D | \$ 35.11 | 45,564 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 7,100 | D | \$ 35.08 | 38,464 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 1,300 | D | \$ 35.09 | 37,164 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 1,900 | D | \$ 35.07 | 35,264 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 1,972 | D | \$ 35.04 | 33,292 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 2,992 | D | \$ 35.05 | 30,300 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 3,600 | D | \$ 35.06 | 26,700 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 400 | D | \$ 35.02 | 26,300 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 200 | D | \$ 35.025 | 26,100 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 200 | D | \$ 35.0005 | 25,900 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 17,000 | D | \$ 35 | 8,900 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 200 | D | \$ 35.005 | 8,700 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 7,300 | D | \$ 35.01 | 1,400 ⁽¹⁾ | D |
| Common Stock | 12/14/2007 | S | 1,400 | D | \$ 35.03 | 0 | D |
| Common Stock | | | | | | 150,000 ⁽¹⁾ | I |

By Seawell
Revocable
Trust

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|--------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|---------------|-----|------------------|-----------------|--------------|----------------------------|
| | | | Code | V | (A) | (D) | | | | |
| Director Stock Option (Right to Buy) | \$ 1.3646 (1) | 12/14/2007 | M | | 60,000 (1) | | (2) | 06/17/2009 | Common Stock | 60,000 (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SEAWELL A BROOKE C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050 | X | | | |

Signatures

/s/ Christine Lillquist,
Attorney-in-fact

12/17/2007

 **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) Reflects the 3-for-2 stock split of the Company's Common Stock on September 10, 2007.

(2) Fully vested on June 18, 2000.

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