NVIDIA CORP

Form 4

December 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

Estimated average burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person *

		DIA CORP [NVDA]	Issuer								
(Last) (First) NVIDIA CORPORATION, SAN TOMAS EXPRESSW	(Month , 2701 12/06	5/2006 -	(Check all applicable) _X_ Director 10% Owner Officer (give title Other (specify below)								
(Street) SANTA CLARA, CA 9505	Filed(N	Month/Day/Year)	Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting								
(City) (State)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) A CLARA, CA 95050 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned f 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Execution Date, if TransactiorDisposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (A) (A) below) below) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 7. Nature of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4)										
	Execution Date, if any	TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)	Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I)								
Common Stock 12/06/2006		S 100,000 D \$ 36.5136	Jones 668,096 I Living Trust (1)								
Common Stock			1,134,672 D								

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

ACK Family

(2)

Partnership

47,480

I

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	^	Title Number			
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

JONES HARVEY C **NVIDIA CORPORATION** 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050

X

Signatures

David M. Shannon, Attorney-in-fact

12/08/2006

**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).
- Shares originally owned directly by Harvey C. Jones were transferred into the Jones Living Trust (the "Trust"), of which Mr. Jones and his wife are co-trustees. These shares of Common Stock are now owned indirectly by the Reporting Person through the Trust.
- The Reporting Person is a general partner of the ACK Partnership (the "Partnership"), the reporting person may be deemed to beneficially (2) own the shares currently held by the partnership. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares.

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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