

JONES HARVEY C

Form 4

March 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES HARVEY C

(Last) (First) (Middle)

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)

03/17/2006

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	(A) or (D)	Price		
Common Stock	03/17/2006		M		6,601	A	\$ 4.0938	573,937	D
Common Stock	03/17/2006		S		6,601	D	\$ 48.8	567,336	D
Common Stock	03/20/2006		M		93,399	A	\$ 4.0938	660,735	D
Common Stock	03/20/2006		S		93,399	D	\$ 48.7653	567,336	D
Common Stock	03/20/2006		M		70,699	A	\$ 11.07	638,035	D

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Common Stock	03/20/2006	S	70,699	D	\$ 48.7653	567,336	D	
Common Stock	03/21/2006	M	9,301	A	\$ 11.07	576,637	D	
Common Stock	03/21/2006	S	9,301	D	\$ 50.6306	567,336	D	
Common Stock	03/21/2006	M	5,000	A	\$ 19.09	572,336	D	
Common Stock	03/21/2006	S	5,000	D	\$ 50.6306	567,336	D	
Common Stock	03/21/2006	M	5,000	A	\$ 15.42	572,336	D	
Common Stock	03/21/2006	S	5,000	D	\$ 50.6306	567,336	D	
Common Stock						384,048	I	Jones Living Trust
Common Stock						23,920	I	ACK Family Partners

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)	8. Amount or Number of Shares
Director Stock Option (Right to buy)	\$ 4.0938	03/17/2006		M	6,601	(1) 06/17/2009	Common Stock	6,601

Director Stock Option (Right to buy)	\$ 4.0398	03/20/2006	M	73,399	<u>(1)</u>	06/17/2009	Common Stock	73,399
Director Stock Option (Right to buy)	\$ 4.0938	03/20/2006	M	20,000	<u>(2)</u>	06/17/2009	Common Stock	20,000
Director Stock Option (Right to buy)	\$ 11.07	03/20/2006	M	70,699	<u>(3)</u>	07/31/2012	Common Stock	70,699
Director Stock Option (Right to buy)	\$ 11.07	03/21/2006	M	4,301	<u>(3)</u>	07/31/2012	Common Stock	4,301
Director Stock Option (Right to buy)	\$ 11.07	03/21/2006	M	5,000	<u>(4)</u>	07/31/2012	Common Stock	5,000
Director Stock Option (Right to buy)	\$ 19.09	03/21/2006	M	5,000	<u>(5)</u>	07/31/2009	Common Stock	5,000
Director Stock Option (Right to buy)	\$ 15.42	03/21/2006	M	5,000	<u>(6)</u>	07/31/2010	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES HARVEY C NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X			

Signatures

Harvey C. Jones

03/21/2006

__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).
- (1) An option to purchase 80,000 shares at an exercise price of \$4.03975 was granted on June 18, 1999. The option fully vested on June 18, 2000.
- (2) An option to purchase 20,000 shares at an exercise price of \$4.03975 was granted on June 18, 1999. The option fully vested on June 18, 2000.
- (3) An option to purchase 75,000 shares at an exercise price of \$11.07 was granted on August 1, 2002. The option fully vested on August 1, 2005.
- (4) An option to purchase 5,000 shares at an exercise price of \$11.07 was granted on August 1, 2002. The option fully vested on August 1, 2003.
- (5) An option to purchase 5,000 shares at an exercise price of \$19.09 was granted on August 1, 2003. The option fully vested on August 1, 2004.
- (6) An option to purchase 5,000 shares at an exercise price of \$15.42 was granted on August 1, 2004. The option fully vested on August 1, 2005.

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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