

SHANNON DAVID M
Form 4
September 11, 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 *
SHANNON DAVID M

2. Issuer Name and Ticker or Trading Symbol
NVIDIA CORP [NVDA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, General Counsel, Secretary

(Last) (First) (Middle)
C/O NVIDIA
CORPORATION, 2701 SAN
TOMAS EXPRESSWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

SANTA CLARA, CA 95050

(City) (State) (Zip)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	09/07/2007		M		222,897	A	\$ 5.535	222,897	D	
Common Stock	09/07/2007		M		52,380	A	\$ 13.12	275,277	D	
Common Stock	09/07/2007		M		35,000	A	\$ 12.71	310,541 ⁽⁴⁾	D	
Common Stock	09/07/2007		S		2,677	D	\$ 50.64	307,864	D	
Common Stock	09/07/2007		S		6,900	D	\$ 50.65	300,964	D	

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Common Stock	09/07/2007	S	7,200	D	\$ 50.66	293,764	D
Common Stock	09/07/2007	S	4,620	D	\$ 50.68	289,144	D
Common Stock	09/07/2007	S	4,800	D	\$ 50.69	284,344	D
Common Stock	09/07/2007	S	11,070	D	\$ 50.7	273,274	D
Common Stock	09/07/2007	S	4,050	D	\$ 50.71	269,224	D
Common Stock	09/07/2007	S	4,430	D	\$ 50.72	264,794	D
Common Stock	09/07/2007	S	4,000	D	\$ 50.73	260,794	D
Common Stock	09/07/2007	S	16,300	D	\$ 50.74	244,494	D
Common Stock	09/07/2007	S	5,100	D	\$ 50.75	239,394	D
Common Stock	09/07/2007	S	654	D	\$ 50.76	238,740	D
Common Stock	09/07/2007	S	1,400	D	\$ 50.77	237,340	D
Common Stock	09/07/2007	S	3,200	D	\$ 50.78	234,140	D
Common Stock	09/07/2007	S	1,800	D	\$ 50.79	232,340	D
Common Stock	09/07/2007	S	2,400	D	\$ 50.8	229,940	D
Common Stock	09/07/2007	S	1,273	D	\$ 50.82	228,667	D
Common Stock	09/07/2007	S	3,240	D	\$ 50.83	225,427	D
Common Stock	09/07/2007	S	700	D	\$ 50.85	224,727	D
Common Stock	09/07/2007	S	3,700	D	\$ 50.87	221,027	D
Common Stock	09/07/2007	S	1,200	D	\$ 50.88	219,827	D
Common Stock	09/07/2007	S	3,500	D	\$ 50.89	216,327	D
	09/07/2007	S	3,300	D	\$ 50.9	213,027	D

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Common
Stock

Common Stock	09/07/2007	S	900	D	\$ 50.93	212,127	D
Common Stock	09/07/2007	S	3,696	D	\$ 50.94	208,431	D
Common Stock	09/07/2007	S	900	D	\$ 50.96	207,531	D

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
Stock Option (Right to Buy)	\$ 5.535	09/07/2007		M	222,897	<u>(1)</u> 07/31/2012	Common Stock 222,897
Stock Option (Right to Buy)	\$ 13.12	09/07/2007		M	52,380	<u>(2)</u> 04/12/2010	Common Stock 52,380
Stock Option (Right to Buy)	\$ 12.71	09/07/2007		M	35,000	<u>(3)</u> 05/16/2011	Common Stock 35,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHANNON DAVID M C/O NVIDIA CORPORATION			VP, General Counsel, Secretary	

2701 SAN TOMAS EXPRESSWAY
SANTA CLARA, CA 95050

Signatures

/s/ Christine Lillquist,
Attorney-in-Fact

09/11/2007

__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) Fully vested
- (2) Vesting begins April 13, 2007 and continues on a quarterly basis for the next year; fully vests on April 13, 2008.
- (3) Vesting begins on May 17, 2007 and continues on a quarterly basis for the next year, fully vests on May 17, 2008.
- (4) Includes 264 shares acquired under NVIDIA's 1998 Employee Stock Purchase Plan (Section 423 Plan) on August 31, 2007.

Remarks:

1 of 4 filings made to report transactions occurring on September 7, 2007. The numbers do not reflect the 3-for-2 stock split th

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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