

NVIDIA CORP
 Form 4
 December 22, 2014

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

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
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(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)
 12/18/2014

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)
 EVP, Operations

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/18/2014		M ⁽¹⁾			1,872	A	\$ 16	198,922	D	
Common Stock	12/18/2014		S ⁽¹⁾			1,872	D	\$ 20.3621	197,050	D	
Common Stock	12/22/2014		M ⁽¹⁾			2,021	A	\$ 12.62	199,071	D	
Common Stock	12/22/2014		S ⁽¹⁾			2,021	D	\$ 20.5254	197,050	D	

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

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- (2) The option vested as to 25% of the shares on September 18, 2014 and shall vest as to 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.
- (3) The option vested as to 25% of the shares on September 19, 2013 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option is fully vested on the four (4) year anniversary of the date of grant.

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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