

SEAWELL A BROOKE
Form 4
January 06, 2009

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)
01/02/2009

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 1.37	01/02/2009	J ⁽¹⁾	V		90,000	⁽²⁾	06/17/2009	Common Stock	90,000
Director Stock Option (Right to Buy)	\$ 11.33	01/02/2009	J ⁽¹⁾	V		88,749	⁽²⁾	07/12/2010	Common Stock	88,749
Director Stock Option (Right to Buy)	\$ 11.33	01/02/2009	J ⁽¹⁾	V		30,000	⁽²⁾	07/12/2010	Common Stock	30,000
Director Stock Option (Right to Buy)	\$ 11.33	01/02/2009	J ⁽¹⁾	V		31,251	⁽²⁾	07/12/2010	Common Stock	31,251
Director Stock Option (Right to Buy)	\$ 14.33	01/02/2009	J ⁽¹⁾	V		30,000	⁽²⁾	08/15/2011	Common Stock	30,000
Director Stock Option (Right to Buy)	\$ 14.33	01/02/2009	J ⁽¹⁾	V		120,000	⁽²⁾	08/15/2011	Common Stock	120,000
Director Stock Option (Right to Buy)	\$ 3.69	01/02/2009	J ⁽¹⁾	V		7,500	⁽²⁾	07/31/2012	Common Stock	7,500
Director Stock Option (Right to Buy)	\$ 3.69	01/02/2009	J ⁽¹⁾	V		112,500	⁽²⁾	07/31/2012	Common Stock	112,500

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Director Stock Option (Right to Buy)	\$ 6.36	01/02/2009	<u>J</u> (1)	V	7,500	<u>(2)</u>	07/31/2009	Common Stock	7,500
Director Stock Option (Right to Buy)	\$ 6.36	01/02/2009	<u>J</u> (1)	V	37,500	<u>(2)</u>	07/31/2009	Common Stock	37,500
Director Stock Option (Right to Buy)	\$ 5.14	01/02/2009	<u>J</u> (1)	V	7,500	<u>(2)</u>	07/31/2010	Common Stock	7,500
Director Stock Option (Right to Buy)	\$ 5.14	01/02/2009	<u>J</u> (1)	V	37,500	<u>(2)</u>	07/31/2010	Common Stock	37,500
Director Stock Option (Right to Buy)	\$ 9.02	01/02/2009	<u>J</u> (1)	V	7,500	<u>(2)</u>	07/31/2011	Common Stock	7,500
Director Stock Option (Right to Buy)	\$ 9.02	01/02/2009	<u>J</u> (1)	V	37,500	<u>(2)</u>	07/31/2011	Common Stock	37,500
Director Stock Option (Right to Buy)	\$ 14.76	01/02/2009	<u>J</u> (1)	V	7,500	<u>(2)</u>	07/31/2012	Common Stock	7,500
Director Stock Option (Right to Buy)	\$ 29.08	01/02/2009	<u>J</u> (1)	V	6,000	<u>(2)</u>	06/21/2013	Common Stock	6,000

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

David M. Shannon, Attorney-in-Fact for A. Brooke
Seawell

01/06/2009

__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) 50% of the option is being transferred to the Reporting Person's ex-wife pursuant to a marital property settlement agreement approved by the court.
 - (2) Fully vested.

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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