

JONES HARVEY C  
Form 4  
March 30, 2009

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
JONES HARVEY C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/27/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

(Street)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/27/2009		J <sup>(1)</sup>		439,826	D	\$ 0 (1) 0	I	Jones Living Trust <sup>(2)</sup>
Common Stock	03/27/2009		J <sup>(1)</sup>		524,715	D	\$ 0 (1) 964,542	D	
Common Stock	03/27/2009		G <sup>(3)</sup>		964,542	D	\$ 0 0	D	
Common Stock	03/27/2009		G		964,542	A	\$ 0 964,542	I	H.C. Jones Living Trust <sup>(4)</sup>

Edgar Filing: JONES HARVEY C - Form 4

Common Stock	71,760	I	ACK Family Partners, L.P. <sup>(5)</sup>
Common Stock	11,700	I	By Childrens' Trusts <sup>(6)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 of Number of Shares
Director Stock Option (Right to Buy)	\$ 14.33	03/27/2009		J <sup>(1)</sup>	120,000	<sup>(7)</sup> 08/15/2011	Common Stock 120,000
Director Stock Option (Right to Buy)	\$ 14.33	03/27/2009		J <sup>(1)</sup>	30,000	<sup>(7)</sup> 08/15/2011	Common Stock 30,000
Director Stock Option (Right to Buy)	\$ 5.14	03/27/2009		J <sup>(1)</sup>	37,500	<sup>(7)</sup> 07/31/2010	Common Stock 37,500
Director Stock Option (Right to Buy)	\$ 9.02	03/27/2009		J <sup>(1)(7)</sup>	20,206	<sup>(7)</sup> 07/31/2011	Common Stock 20,206
	\$ 14.76	03/27/2009		J <sup>(1)</sup>	6,538	<sup>(8)</sup> 07/31/2012	6,538



## Edgar Filing: JONES HARVEY C - Form 4

The shares are held in trust as follows: 3,900 by the Gregory C. Jones Trust, 3,900 by the Carolyn E. Jones Trust and 3,900 by Harvey C.

- (6) Jones III Trust. The reporting person is co-trustee of each of the trusts. The reporting person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.
- (7) Fully vested.
- 50% of each parties' unvested shares shall vest on May 1, 2009 and the remaining 50% of each parties' unvested shares shall vest on
- (8) August 1, 2009, such that each parties' unvested shares are fully vested on August 1, 2009, in each case, subject to the reporting person's continuous service to the Company through such date.

Each parties' unvested shares shall begin vesting on June 22, 2009 and thereafter shall vest quarterly over one year such that each parties' unvested shares are fully vested June 22, 2010, provided that the reporting person has attended at least 75% of the Company's Board of Directors meetings between June 22, 2007 and June 22, 2009. If the reporting person has not attended at least 75% of the Board of

- (9) Directors meetings between June 22, 2007 and June 22, 2009, each parties' unvested shares shall vest 30% on June 22, 2010, with the remaining 70% vesting on June 22, 2011. If the reporting person's service as a director terminates before June 22, 2009 due to disability, each parties' unvested shares shall immediately vest and become exercisable on a quarterly pro rata basis. If the reporting person's service as a director terminates due to death, each parties' unvested shares shall immediately vest and become exercisable.

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.