

SHANNON DAVID M

Form 4

September 11, 2007

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHANNON DAVID M

(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)  
09/07/2007

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	09/07/2007		S		2,900	D	\$ 51.28	63,966	D
Common Stock	09/07/2007		S		1,200	D	\$ 51.29	62,766	D
Common Stock	09/07/2007		S		4,800	D	\$ 51.3	57,966	D
Common Stock	09/07/2007		S		1,400	D	\$ 51.31	56,566	D
Common Stock	09/07/2007		S		6,600	D	\$ 51.32	49,966	D

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Common Stock	09/07/2007	S	2,648	D	\$ 51.34	47,318	D
Common Stock	09/07/2007	S	5,400	D	\$ 51.35	41,918	D
Common Stock	09/07/2007	S	3,100	D	\$ 51.36	38,818	D
Common Stock	09/07/2007	S	2,100	D	\$ 51.37	36,718	D
Common Stock	09/07/2007	S	5,600	D	\$ 51.38	31,118	D
Common Stock	09/07/2007	S	550	D	\$ 51.39	30,568	D
Common Stock	09/07/2007	S	3,952	D	\$ 51.4	26,616	D
Common Stock	09/07/2007	S	600	D	\$ 51.41	26,016	D
Common Stock	09/07/2007	S	881	D	\$ 51.42	25,135	D
Common Stock	09/07/2007	S	2,300	D	\$ 51.43	22,835	D
Common Stock	09/07/2007	S	1,200	D	\$ 51.45	21,635	D
Common Stock	09/07/2007	S	1,719	D	\$ 51.46	19,916	D
Common Stock	09/07/2007	S	600	D	\$ 51.48	19,316	D
Common Stock	09/07/2007	S	1,500	D	\$ 51.49	17,816	D
Common Stock	09/07/2007	S	3,000	D	\$ 51.5	14,816	D
Common Stock	09/07/2007	S	2,100	D	\$ 51.52	12,716	D
Common Stock	09/07/2007	S	600	D	\$ 51.53	12,116	D
Common Stock	09/07/2007	S	1,500	D	\$ 51.54	10,616	D
Common Stock	09/07/2007	S	3,600	D	\$ 51.55	7,016	D
Common Stock	09/07/2007	S	600	D	\$ 51.56	6,416	D
	09/07/2007	S	920	D		5,496	D

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Common Stock						\$ 51.59			
Common Stock	09/07/2007		S	3,000	D	\$ 51.6	2,496	D	
Common Stock	09/07/2007		S	2,100	D	\$ 51.61	396	D	
Common Stock	09/07/2007		S	132	D	\$ 51.63	264	D	
Common Stock	09/07/2007		S	5,000	D	\$ 50.3	49,390	I	Shannon Revocable Trust <sup>(1)</sup>

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHANNON DAVID M C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	VP, General Counsel, Secretary

## 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) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is a trustee.

### Remarks:

3 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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