**NVIDIA CORP** Form 4 August 03, 2005

## FORM 4

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

Check this box if no longer subject to

**SECURITIES** Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

CA 95050

(Print or Type Responses)

1. Name and Address of Reporting Person \* Chu Steven

(First)

2. Issuer Name and Ticker or Trading Symbol

NVIDIA CORP [NVDA]

(Middle)

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

**NVIDIA CORPORATION, 2701** SAN TOMAS EXPRESSWAY

> (Street) 4. If Amendment, Date Original

08/01/2005

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 2. 3. Transaction Date 3A. Deemed

Derivative Conversion Security or Exercise

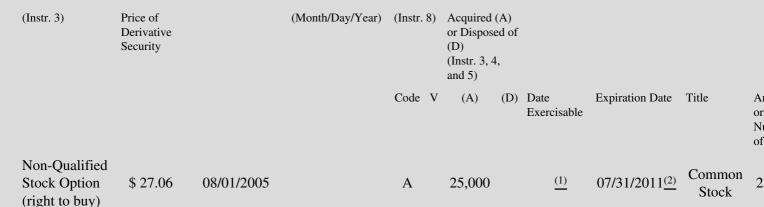
(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Am Underlying Secu (Instr. 3 and 4)

#### Edgar Filing: NVIDIA CORP - Form 4



## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chu Steven				
NVIDIA CORPORATION	X			
2701 SAN TOMAS EXPRESSWAY				
CA 95050				

## **Signatures**

David M. Shannon, Attorney-in-Fact

08/01/2005

\*\*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).

Automatic grant in connection with service on the Board of Directors. The grant shall begin vesting on the second anniversary of the grant date and thereafter shall vest quarterly over one year, being fully vested in 2008, provided that the Reporting Person has attended at least 75% of the Board of Directors meetings in the two year period following the grant date. If the Reporting Person has not attended at

- (1) least 75% of the Board of Directors meetings in the two year period following the grant date, the grant shall vest 30% on the third anniversary of the grant date, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the second anniversary of the grant date due to disability or death, the grant shall immediately vest and become exercisable on a quarterly pro rata basis.
- (2) The six-year life of the option represents a modification to the ten-year life prescribed by the terms of the plan.

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.

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