NVIDIA CORP Form 4 June 16, 2014

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Shoquist Debora Issuer Symbol NVIDIA CORP [NVDA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O NVIDIA 06/12/2014 below) CORPORATION, 2701 SAN EVP, Operations

TOMAS EXPRESSWAY

(Street)

(State)

(Zip)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

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

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SANTA CLARA,	CA	95	05	U
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(City)

							,, <u>.</u>	,	-,
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5))	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
							Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
_			Code V	Amount	()	Price			
Common	06/12/2014		$M_{(1)}$	5,524	Δ	\$	192,004	D	
Stock	00/12/2014		1V1 <u>~~</u>	3,324	A]	18.1	172,004	D	
_					_				
Common	06/12/2014		S(1)	5,524	$\mathbf{D} = \frac{\mathbf{S}}{1}$	\$	186,480	D	
Stock	00/12/2014		5 <u>~</u>	3,324	<u>ا</u>	19.5	100,400	D	

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.

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

De

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. Transactio Code (Instr. 8)	5. Number of Derivation Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Lunderlying S (Instr. 3 and	Securities
				Code V	(A) (E	I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.1	06/12/2014		M <u>(1)</u>	5,5	24	(2)	03/16/2016	Common Stock	5,524

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Shoquist Debora

C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050

EVP, Operations

Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Debora Shoquist

06/16/2014

**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) This transaction was pursuant to a 10b5-1 Plan.
- (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. 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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