

SEAWELL A BROOKE
Form 4
March 22, 2010

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

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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)
03/18/2010

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/18/2010		M	30,000	A \$ 11.33	30,000	D
Common Stock	03/18/2010		S	20,000	D \$ 17.63 (1)	10,000	D
Common Stock	03/18/2010		S	10,000	D \$ 18.03 (2)	0	D
Common Stock	03/18/2010		M	7,500	A \$ 5.14	7,500	D

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Common Stock	03/18/2010	S	7,500	D	\$ 17.76	0	D	
					<u>(3)</u>			
Common Stock	03/18/2010	M	37,500	A	\$ 5.14	37,500	D	
Common Stock	03/18/2010	S	17,500	D	\$ 17.83	20,000	D	
					<u>(4)</u>			
Common Stock	03/18/2010	S	20,000	D	\$ 17.93	0	D	
					<u>(5)</u>			
Common Stock						90,000	I	By Trust <u>(6)</u>
Common Stock						75,000	I	By Trust <u>(7)</u>

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 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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 11.33	03/18/2010		M	30,000	<u>(8)</u>	07/12/2010	Common Stock	30,000
Director Stock Option (Right to Buy)	\$ 5.14	03/18/2010		M	7,500	<u>(8)</u>	07/31/2010	Common Stock	7,500
	\$ 5.14	03/18/2010		M	37,500	<u>(8)</u>	07/31/2010		37,500

Director
 Stock
 Option
 (Right to
 Buy)

Common
 Stock

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

/s/ John T. McKenna, Attorney-in-Fact for A. Brooke
 Seawell

03/22/2010

__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) Represents weighted average sales price. The shares were sold at prices ranging from \$17.51 to \$17.90. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(2) Represents weighted average sales price. The shares were sold at prices ranging from \$17.95 to \$18.14. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(3) Represents weighted average sales price. The shares were sold at prices ranging from \$17.71 to \$17.83. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(4) Represents weighted average sales price. The shares were sold at prices ranging from \$17.80 to \$17.88. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(5) Represents weighted average sales price. The shares were sold at prices ranging from \$17.78 to \$18.13. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.

(6) By A. Brooke Seawell TTEE, Rosemary Warner Seawell TTEE, Rosemary & A. Brooke Seawell Revocable Trust U/A Dtd 1/20/2009.

(7) By The Seawell Revocable Trust, of which Mr. Seawell is the trustee.

(8) 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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