

JONES HARVEY C
Form 4
March 30, 2009

FORM 4

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

OMB APPROVAL

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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 *
JONES HARVEY C

(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)
03/27/2009

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

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

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 14.33	03/27/2009		J ⁽¹⁾	120,000	⁽⁷⁾	08/15/2011	Common Stock	120,000
Director Stock Option (Right to Buy)	\$ 14.33	03/27/2009		J ⁽¹⁾	30,000	⁽⁷⁾	08/15/2011	Common Stock	30,000
Director Stock Option (Right to Buy)	\$ 5.14	03/27/2009		J ⁽¹⁾	37,500	⁽⁷⁾	07/31/2010	Common Stock	37,500
Director Stock Option (Right to Buy)	\$ 9.02	03/27/2009		J ⁽¹⁾⁽⁷⁾	20,206	⁽⁷⁾	07/31/2011	Common Stock	20,206
	\$ 14.76	03/27/2009		J ⁽¹⁾	6,538	⁽⁸⁾	07/31/2012		6,538

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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.

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