

PortalPlayer, Inc.
Form 4
June 02, 2005

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 *
Johnson Gary

(Last) (First) (Middle)
70 W. PLUMERIA DRIVE
(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2005

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)
President and CEO

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)			
			Code	V	Amount		
Common Stock					11,833	D	
Common Stock					47,333	I	By Benhall-(A) Annuity Trust dated June 9, 2004
Common Stock					47,333	I	By Welby-(A) Annuity Trust dated June 9, 2004

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Common Stock						16,722	I	(1) By Johnson Childrens Trust F/B/O Claire Johnson (2)
Common Stock						16,722	I	By Johnson Childrens Trust F/B/O Matthew Johnson (2)
Common Stock	06/01/2005	S	700 (3)	D	\$ 20.49	128,764	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	850 (3)	D	\$ 20.44	127,914	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	200 (3)	D	\$ 20.46	127,714	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	100 (3)	D	\$ 24.47	127,614	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	250 (3)	D	\$ 20.48	127,364	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	350 (3)	D	\$ 20.55	127,014	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	100 (3)	D	\$ 20.61	126,914	I	By Johnson Revocable Trust dated October 11, 1999

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Common Stock	06/01/2005	S	400 ⁽³⁾	D	\$ 20.65	126,514	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	100 ⁽³⁾	D	\$ 20.67	126,414	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	1,100 ⁽³⁾	D	\$ 20.73	125,314	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	400 ⁽³⁾	D	\$ 20.79	124,914	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	200 ⁽³⁾	D	\$ 20.84	124,714	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	200 ⁽³⁾	D	\$ 20.85	124,514	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	350 ⁽³⁾	D	\$ 20.92	124,164	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	550 ⁽³⁾	D	\$ 21.05	123,614	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	92 ⁽³⁾	D	\$ 21.02	123,522	I	By Johnson Revocable Trust dated October 11, 1999
	06/01/2005	S	158 ⁽³⁾	D		123,364	I	

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Common Stock					\$ 20.01			By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	350 ⁽³⁾	D	\$ 21.07	123,014	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	350 ⁽³⁾	D	\$ 20.99	122,664	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	800 ⁽³⁾	D	\$ 20.9	121,864	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	105 ⁽³⁾	D	\$ 20.3	121,759	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	45 ⁽³⁾	D	\$ 20.22	121,714	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	100 ⁽³⁾	D	\$ 20.26	121,614	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	150 ⁽³⁾	D	\$ 20.31	121,464	I	By Johnson Revocable Trust dated October 11, 1999
Common Stock	06/01/2005	S	50 ⁽³⁾	D	\$ 20.32	121,414	I	By Johnson Revocable Trust dated October 11, 1999

Remarks:

1 of 2 Forms 4

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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