

BURKETT MARVIN D
Form 4
March 06, 2007

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 *
BURKETT MARVIN D

(Last) (First) (Middle)

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)
03/05/2007

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)
Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/05/2007		M		15,616	A	\$ 4.74
					124,233		
Common Stock	03/05/2007		S		15,616	D	\$ 29.208
					108,617		
Common Stock	03/05/2007		M		9,384	A	\$ 13.12
					118,001		
Common Stock	03/05/2007		S		9,384	D	\$ 29.208
					108,617 ⁽³⁾		

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

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In September 2002, an option to purchase 800,000 shares of common stock was granted at an exercise price of \$4.74 per share. The option fully vested in September 2005.

- In April 13, 2004, an option to purchase 180,000 shares of common stock was granted at an exercise price of \$13.12 per share. The option
- (2) vests over a 4 year period with no vesting for two and a half years from April 13, 2004, then vesting in equal quarterly installments over the next year and a half. The option fully vests in April 2008.
 - (3) Includes 537 shares acquired under NVIDIA's 1998 Employee Stock Purchase Plan (Section 423 Plan) on February 28, 2007.

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