

SEAWELL A BROOKE  
Form 4  
January 06, 2009

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
01/02/2009

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 Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security<br>(Instr. 3)                           | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | (Month/Day/Year) |         | (Instr. 3 and 4)    |                    |                 |                                  |
|--|---|-------------------------|--------------------|---|------------------|---------|---------------------|--------------------|-----------------|----------------------------------|
|  |   |                         | Code               | V   | (A)              | (D)     | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 1.37   | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 90,000  | <sup>(2)</sup>      | 06/17/2009         | Common<br>Stock | 90,000                           |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 11.33  | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 88,749  | <sup>(2)</sup>      | 07/12/2010         | Common<br>Stock | 88,749                           |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 11.33  | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 30,000  | <sup>(2)</sup>      | 07/12/2010         | Common<br>Stock | 30,000                           |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 11.33  | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 31,251  | <sup>(2)</sup>      | 07/12/2010         | Common<br>Stock | 31,251                           |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.33  | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 30,000  | <sup>(2)</sup>      | 08/15/2011         | Common<br>Stock | 30,000                           |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.33  | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 120,000 | <sup>(2)</sup>      | 08/15/2011         | Common<br>Stock | 120,000                          |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 3.69   | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 7,500   | <sup>(2)</sup>      | 07/31/2012         | Common<br>Stock | 7,500                            |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 3.69   | 01/02/2009              | J <sup>(1)</sup>   | V   |                  | 112,500 | <sup>(2)</sup>      | 07/31/2012         | Common<br>Stock | 112,500                          |

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|  |          |            |              |   |        |            |            |                 |        |
|--|----------|------------|--------------|---|--------|------------|------------|-----------------|--------|
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.36  | 01/02/2009 | <u>J</u> (1) | V | 7,500  | <u>(2)</u> | 07/31/2009 | Common<br>Stock | 7,500  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 6.36  | 01/02/2009 | <u>J</u> (1) | V | 37,500 | <u>(2)</u> | 07/31/2009 | Common<br>Stock | 37,500 |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 5.14  | 01/02/2009 | <u>J</u> (1) | V | 7,500  | <u>(2)</u> | 07/31/2010 | Common<br>Stock | 7,500  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 5.14  | 01/02/2009 | <u>J</u> (1) | V | 37,500 | <u>(2)</u> | 07/31/2010 | Common<br>Stock | 37,500 |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.02  | 01/02/2009 | <u>J</u> (1) | V | 7,500  | <u>(2)</u> | 07/31/2011 | Common<br>Stock | 7,500  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.02  | 01/02/2009 | <u>J</u> (1) | V | 37,500 | <u>(2)</u> | 07/31/2011 | Common<br>Stock | 37,500 |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.76 | 01/02/2009 | <u>J</u> (1) | V | 7,500  | <u>(2)</u> | 07/31/2012 | Common<br>Stock | 7,500  |
| Director<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 29.08 | 01/02/2009 | <u>J</u> (1) | V | 6,000  | <u>(2)</u> | 06/21/2013 | Common<br>Stock | 6,000  |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEAWELL A BROOKE  
C/O NVIDIA CORPORATION  
2701 SAN TOMAS EXPRESSWAY X  
SANTA CLARA, CA 95050

## Signatures

David M. Shannon, Attorney-in-Fact for A. Brooke  
Seawell

01/06/2009

\_\_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) 50% of the option is being transferred to the Reporting Person's ex-wife pursuant to a marital property settlement agreement approved by the court.
  - (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.  
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