Edgar Filing: NVIDIA CORP - Form 4

NUIDIA CODD

Form 4												
May 22, 2012	Λ									PPROVAL		
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box				GES IN BENEFICIAL OWNERSH SECURITIES				NERSHIP OF	Expires: Estimated a burden hou response	rs per		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)											
PERRY MARK L Symbol				r Name and Ticker or Trading A CORP [NVDA]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	(liddle)	3. Date of Earliest Transaction					(Check all applicable)				
C/O NVIDIA 05/18/20 CORPORATION, 2701 SAN TOMAS EXPRESSWAY				012 -				X Director Officer (give below)		• Owner er (specify		
				dment, Date Original h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
SANTA CLA	ARA, CA 95050							_X_ Form filed by 0 Form filed by N Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			Transactio Code	n(A) or Dis (D)	sposed	of	SecuritiesIBeneficially0OwnedIFollowing0ReportedTransaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial		
Common				Code V	Amount	(D)	Price \$ 0	(Instr. 3 and 4)				
Stock	05/18/2012			А	16,281	А	<u>\$</u> 0 (1)	66,281	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
PERRY MARK L C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	Х				
Signatures					
/s/ Rebecca Peters, Attorney-in-Fact for Perry		05/22/2012			
**Signature of Reporting Person			Date		
Explanation of Doono	n 000				

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).

Annual grant in connection with service on the Board of Directors. The shares represent restricted stock units that were received as an award, for no consideration. The restricted stock units shall vest as to 50% of the shares on November 21, 2012 and 50% of the shares on May 15, 2013. If the Reporting Person's service as a director terminates at any time due to death, the grant shall immediately become 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.