

STEVENS MARK A
Form 4
March 01, 2006

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 *
STEVENS MARK A

(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)
02/27/2006

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)
Common Stock	02/27/2006		J	3,311 ⁽¹⁾ A \$ 0	431,183	I	By Third Millennium Trust ⁽²⁾
Common Stock	02/27/2006		J ⁽³⁾	1,355 A \$ 0	1,355	D	
Common Stock	02/27/2006		J ⁽⁴⁾	476,665 D \$ 0	238,335	I	By Partnership ⁽⁷⁾
Common Stock	02/27/2006		S ⁽⁵⁾	11,657 D \$ 47.4297	226,678	I	By Partnership ⁽⁷⁾

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Common Stock 02/28/2006 S⁽⁶⁾ 226,678 D \$ 47.1397 0 I By Partnership ⁽⁷⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS MARK A NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050		X		

Signatures

Mark A. Stevens 03/01/2006
 __Signature of Date
 Reporting Person

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) Pro rata distribution from Sequoia Capital X Principals Fund, of which the reporting person is a limited partner.
- (2) Shares originally owned directly by Mark A. Stevens were transferred into the Third Millennium Trust, of which Mr. Stevens and his wife are co-trustees. These shares of Common Stock are now owned indirectly by the Reporting Person through the Trust.

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- (3) Pro rata distribution from Sequoia Capital Franchise Partners, of which the reporting person is a limited partner.

The distribution of 476,665 shares covered by this statement represent distributions by various entities affiliated with Sequoia Capital: 189,981 by Sequoia Capital X, 27,838 by Sequoia Technology Partners, 20,512 by Sequoia Capital X Principals Fund, 209,734 by Sequoia Capital Franchise Fund, and 28,600 by Sequoia Capital Franchise Partners.

- (5) The sale of 11,657 shares covered by this statement represent sales by various entities affiliated with Sequoia Capital: 9,138 by Sequoia Capital IX, 1,271 by Sequoia Capital Entrepreneurs Annex Fund, and 1,248 by Sequoia Capital IX Principals Fund.

- (6) The sale of 226,678 shares covered by this statement represent sales by various entities affiliated with Sequoia Capital: 177,694 by Sequoia Capital IX, 24,718 by Sequoia Capital Entrepreneurs Annex Fund, and 24,266 by Sequoia Capital IX Principals Fund.

The Reporting Person is a general partner of the entities affiliated with Sequoia Capital that hold these securities referenced in this footnote; therefore, the Reporting Person may be deemed to beneficially own the shares currently held by such entities. The Reporting

- (7) Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in such shares. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Person is the beneficial owner of all such equity securities covered by this statement.

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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