

HUANG JEN HSUN
 Form 4
 October 20, 2008

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 *
 HUANG JEN HSUN

(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)
 10/16/2008

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) | Price | | | | | |
| Common Stock | 10/16/2008 | | M ⁽¹⁾ | V | 93,000 | A | \$ 3.11 | 1,078,500 | D | |
| Common Stock | 10/16/2008 | | S ⁽¹⁾ | | 93,000 | D | \$ 7.3 ⁽²⁾ | 985,500 | D | |
| Common Stock | 10/17/2008 | | M ⁽¹⁾ | | 93,000 | A | \$ 3.11 | 1,078,500 | D | |
| Common Stock | 10/17/2008 | | S ⁽¹⁾ | | 93,000 | D | \$ 7.7 ⁽³⁾ | 985,500 | D | |
| Common Stock | 10/17/2008 | | G ⁽¹⁾ | V | 65,700 | D | \$ 0 | 919,800 | D | |

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| | | | |
|--------------|------------|---|-------------------------------|
| Common Stock | 19,572,465 | I | By Trust ⁽⁴⁾ |
| Common Stock | 1,237,239 | I | By Partnership ⁽⁵⁾ |

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

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(9-02)

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) | Amount or Number of Share | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 3.11 | 10/16/2008 | | M ⁽¹⁾ | 93,000 | 01/31/2005 | 01/31/2010 | Common Stock | 93,000 |
| Employee Stock Option (Right to Buy) | \$ 3.11 | 10/17/2008 | | M ⁽¹⁾ | 93,000 | 01/31/2005 | 01/31/2010 | Common Stock | 93,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUANG JEN HSUN C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050 | X | | President and CEO | |

Signatures

/s/ David M. Shannon,
Attorney-in-Fact

10/20/2008

__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) This transaction was pursuant to a 10b5-1 Plan.
- (2) Represents average sales price. The shares were sold at prices ranging from \$6.91 to \$7.67. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (3) Represents average sales price. The shares were sold at prices ranging from \$7.36 to \$8.06. The Reporting Person will provide upon request, to the SEC, the Issuer or security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (4) The shares are held by Jen-Hsun Huang and Lori Huang, as co-trustees of the Jen-Hsun & Lori Huang Living Trust, u/a/d May 1, 1995 (the "Trust"), of which the Reporting Person is a trustee.
- (5) The shares are held by J. and L. Huang Investments, L.P., of which the Trust is the general partner.

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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