

HUANG JEN HSUN
 Form 4
 March 18, 2011

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 *
 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)
 03/16/2011

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)	
				Code V	Amount	(A) or (D)	Price	
Common Stock	03/16/2011		M ⁽¹⁾	63,600	A	\$ 11.95	371,276	D
Comon Stock	03/16/2011		S ⁽¹⁾	63,200	D	\$ 17.81	308,076	D
Common Stock	03/16/2011		S ⁽¹⁾	400	D	\$ 18.33	307,676	D
Common Stock	03/17/2011		M ⁽¹⁾	63,600	A	\$ 11.95	371,276	D

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Common Stock	03/17/2011	<u>S</u> ⁽¹⁾	63,600	D	\$ 17.69 <u>(4)</u>	307,676	D	
Common Stock	03/18/2011	<u>M</u> ⁽¹⁾	63,709	A	\$ 11.95	371,385	D	
Common Stock	03/18/2011	<u>S</u> ⁽¹⁾	63,709	D	\$ 17.8 <u>(5)</u>	307,676	D	
Common Stock						19,466,775	I	By Trust ⁽⁶⁾
Common Stock						1,237,239	I	By Partnership ⁽⁷⁾
Common Stock						52,845	I	By Jen-Hsun Huang 2009 Annuity Trust
Common Stock						52,845	I	By Lori Lynn Huang 2009 Annuity Trust

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 Security (Instr. 3 and 4)	
					Code	V	(A)	(D)		Date Exercisable
Employee Stock Option (Right to Buy)	\$ 11.95	03/16/2011		<u>M</u> ⁽¹⁾		63,600	<u>(8)</u>	07/25/2011	Common Stock	6
Employee Stock	\$ 11.95	03/17/2011		<u>M</u> ⁽¹⁾		63,600	<u>(8)</u>	07/25/2011	Common Stock	6

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(8) Fully vested.

(9) The option shall vest as to 25% of the shares on March 16, 2012 and 6.25% of the shares at the end of each quarterly period thereafter, such that the option shall be fully vested on the four(4) year anniversary of the date of grant.

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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