

JONES HARVEY C

Form 4

April 11, 2011

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JONES HARVEY C

(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)  
04/07/2011

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)

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	04/07/2011		M	54,795	A \$ 9.02	54,795	D
Common Stock	04/07/2011		S	54,795	D \$ (1) 18.0165	0	D
Common Stock						750,000	I H.C. Jones Living Trust (2)
Common Stock						71,760	I ACK Family

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Common Stock	11,700	I	Partners, L.P. <sup>(3)</sup>  By Childrens' Trusts <sup>(4)</sup>
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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 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. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 9.02	04/07/2011		M	54,795	<sup>(5)</sup> 07/31/2011	Common Stock	54,795

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JONES HARVEY C C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	X

## Signatures

/s/ Rebecca Peters, Attorney-in-Fact for Harvey  
Jones

04/08/2011

\_\_\_\_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).

Represents weighted average sales price. The shares were sold at prices ranging from \$18.00 to \$18.0417. The Reporting Person will

(1) 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.

(2) Shares are held by H.C. Jones Living Trust, of which the Reporting Person is the trustee.

The Reporting Person is a general partner of ACK Family Partners, L.P. (the "Partnership"). The Reporting Person may be deemed to

(3) beneficially own the shares currently held by the Partnership. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

The shares are held in trust as follows: 3,900 by the Gregory C. Jones Trust, 3,900 by the Carolyn E. Jones Trust and 3,900 by Harvey C.

(4) Jones III Trust. The Reporting Person is co-trustee of each of the trusts. The Reporting Person disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

(5) Fully vested.

(6) Not applicable.

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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