

WHIMS JAMES L  
Form 4  
August 01, 2005

**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 \*  
WHIMS JAMES L

(Last) (First) (Middle)  
70 W. PLUMERIA DRIVE  
(Street)  
SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction (Month/Day/Year)  
07/28/2005

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 07/28/2005                           |  | A                              |   | 1,375<br>(1)  | A  | \$ 0                                       |
| Common Stock                    |                                      |  |                                |   | 62,290  | D  |  |
| Common Stock                    |                                      |  |                                |   | 1,620   | I  | by Techfarm II LP (2)                      |
| Common Stock                    |                                      |  |                                |   | 45,834  | I  | by Techfund Cap MGMT (3)                   |
| Common Stock                    |                                      |  |                                |   | 109,938   | I  | by Techfund CapII LP (4)                   |

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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.**

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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 (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 Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 24.1  | 07/28/2005                           |  | A                              | 8,375  | (5) 07/28/2015   | Common Stock  | 8,375                      |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WHIMS JAMES L<br>70 W. PLUMERIA DRIVE<br>SAN JOSE, CA 95134 | X             |           |         |       |

## Signatures

James L Whims                      08/01/2005

\_\_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 shares of restricted stock awarded under the 2004 Stock Incentive Plan. The restricted stock vests and becomes exercisable on

- (1) June 10, 2006; provided, however, that each restricted share shall become fully vested immediately prior to the next regular annual meeting of the Company's stockholders following the date of award in the event such meeting occurs prior to June 10, 2006.
- (2) By Techfarm II, L.P. The reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.
- (3) By Techfund Capital Management II, LLC. The reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.

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- (4) By Techfund Capital II, L.P. The reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.

The option vests and becomes exercisable on June 10, 2006; provided, however, that the option shall vest and become exercisable in full

- (5) immediately prior to the next regular annual meeting of the Company's stockholders following the date of grant in the event such meeting occurs prior to June 10, 2006.

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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