PortalPlayer, Inc. Form 4 May 20, 2005

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: 2005

Issuer

Director X_ Officer (give title _

Estimated average burden hours per response... 0.5

10% Owner

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

2. Issuer Name and Ticker or Trading

PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction

(Month/Day/Year)

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

Symbol

1(b).

Kumar Sanjeev

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Middle)

70 W. PLUMERIA DRIVE		05/20/2005		X_ Officer (give title Other (specify below) Chief Operating Officer					
			nendment, Date Original onth/Day/Year)	6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Per	rson			
SAN JOSE, CA 95134					Form filed by More than One Reporting Person				
	(City)	(State)	(Zip) Tab	ble I - Non-Derivative Securities Acc	n-Derivative Securities Acquired, Disposed of, or Beneficially Owned				
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 05/20/2005	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price S 833 (1) D \$ 18.581	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				33,333	Ι	By Sanjeev Kumar 2004 Annuity Trust dated July 27, 2004		
	Common Stock				33,333	I	By Donna K. Kumar		

2004 Annuity Trust dated July 27, 2004

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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.

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
Kumar Sanjeev					

70 W. PLUMERIA DRIVE Chief Operating Officer SAN JOSE, CA 95134

Signatures

/s/ Pulay Mohun, Attorney-in-Fact for Sanjeev Kumar

05/20/2005 Date

**Signature of 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) These shares were acquired under the PortalPlayer, Inc. employee stock purchase plan on May 4, 2005.

Reporting Owners 2

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The shares are held in a trust for the benefit of the reporting person's wife. The reporting person's wife is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.