

CARLSEN SVEND-OLAV

Form 4

July 12, 2005

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARLSEN SVEND-OLAV

(Last) (First) (Middle)

70 W. PLUMERIA DR.

(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)
07/11/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP, Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	07/11/2005		M	400 A \$ 2.4	3,124 ⁽¹⁾	D	
Common Stock	07/11/2005		S	400 ⁽²⁾ D \$ 24.57	2,724	D	
Common Stock	07/11/2005		M	1,500 A \$ 2.4	4,224	D	
Common Stock	07/11/2005		S	1,500 ⁽²⁾ D \$ 24.72	2,724	D	
Common Stock	07/11/2005		M	1,500 A \$ 2.4	4,224	D	

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Common Stock	07/11/2005	S	<u>1,500</u> (2)	D	\$ 24.71	2,724	D
Common Stock	07/11/2005	M	100	A	\$ 2.4	2,824	D
Common Stock	07/11/2005	S	<u>100</u> (2)	D	\$ 24.61	2,724	D
Common Stock	07/11/2005	M	1,800	A	\$ 2.4	4,524	D
Common Stock	07/11/2005	S	<u>1,800</u> (2)	D	\$ 24.6	2,724	D
Common Stock	07/11/2005	M	1,200	A	\$ 2.4	3,924	D
Common Stock	07/11/2005	S	<u>1,200</u> (2)	D	\$ 24.55	2,724	D
Common Stock	07/11/2005	M	600	A	\$ 2.4	3,324	D
Common Stock	07/11/2005	S	<u>600</u> (2)	D	\$ 24.52	2,724	D
Common Stock	07/11/2005	M	500	A	\$ 2.4	3,224	D
Common Stock	07/11/2005	S	<u>500</u> (2)	D	\$ 24.5	2,724	D
Common Stock	07/12/2005	M	2,800	A	\$ 2.4	5,524	D
Common Stock	07/12/2005	S	<u>2,800</u> (2)	D	\$ 24.62	2,724	D
Common Stock	07/12/2005	M	3,600	A	\$ 2.4	6,324	D
Common Stock	07/12/2005	S	<u>3,600</u> (2)	D	\$ 24.56	2,724	D
Common Stock	07/12/2005	M	100	A	\$ 2.4	2,824	D
Common Stock	07/12/2005	S	<u>100</u> (2)	D	\$ 24.53	2,724	D
Common Stock	07/12/2005	M	1,300	A	\$ 2.4	4,024	D
Common Stock	07/12/2005	S	<u>1,300</u> (2)	D	\$ 24.51	2,724	D
Common Stock	07/12/2005	M	1,639	A	\$ 2.4	4,363	D
	07/12/2005	S		D		2,724	D

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Common Stock				1,639 (2)	\$	24.52		
Common Stock	07/12/2005		M	1,391	A	\$ 2.4	4,115	D
Common Stock	07/12/2005		S	1,391 (2)	D	\$ 24.5	2,724	D
Common Stock	07/12/2005		M	6,570	A	\$ 2.4	9,294	D
Common Stock	07/12/2005		S	6,570 (2)	D	\$ 24.5	2,724	D

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.4	07/12/2005		M		6,570		06/10/2005	06/09/2014	Common Stock	6,570
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005		M		400		06/10/2005	06/09/2014	Common Stock	400
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005		M		1,500		06/10/2005	06/09/2014	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005		M		1,500		06/10/2005	06/09/2014	Common Stock	1,500
Non-Qualified Stock Option	\$ 2.4	07/11/2005		M		100		06/10/2005	06/09/2014	Common Stock	100

(right to buy)									
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005	M	1,800	06/10/2005	06/09/2014	Common Stock	1,8	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005	M	1,200	06/10/2005	06/09/2014	Common Stock	1,2	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005	M	600	06/10/2005	06/09/2014	Common Stock	60	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/11/2005	M	500	06/10/2005	06/09/2014	Common Stock	50	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/12/2005	M	2,800	06/10/2005	06/09/2014	Common Stock	2,8	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/12/2005	M	3,600	06/10/2005	06/09/2014	Common Stock	3,6	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/12/2005	M	100	06/10/2005	06/09/2014	Common Stock	10	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/12/2005	M	1,300	06/10/2005	06/09/2014	Common Stock	1,3	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/12/2005	M	1,639	06/10/2005	06/09/2014	Common Stock	1,6	
Non-Qualified Stock Option (right to buy)	\$ 2.4	07/12/2005	M	1,391	06/10/2005	06/09/2014	Common Stock	1,3	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARLSEN SVEND-OLAV 70 W. PLUMERIA DR. SAN JOSE, CA 95134			VP, Chief Financial Officer	

Signatures

/s/ Svend Olav
Carlsen

07/12/2005

__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).
- (1) Includes 682 shares acquired under the PortalPlayer, Inc. employee stock purchase plan on May 4, 2005.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 25, 2005.

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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