PortalPlayer, Inc. Form 4 October 11, 2005

### FORM 4

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

Washington, D.C. 20549

# Check this box if no longer subject to Section 16. Form 4 or Section 2 Section 2 Section 3 Section 4 or

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Stock

10/10/2005

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Miller Richard Issuer Symbol PortalPlayer, Inc. [PLAY] (Check all applicable) (First) (Middle) 3. Date of Earliest Transaction (Last) (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 70 W. PLUMERIA DR. 10/10/2005 below) below) VP, Chief Technology Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95134 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common 10/10/2005 M 2,314 Α \$ 2.4 4,775 D Stock Common 2,314 D 10/10/2005 S D 2,461 (1) 28.11 Stock Common 10/10/2005 \$ 2.4 D M 1,418 A 3,879 Stock

1,418

D

28.11

2,461

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

S

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Estimated average

burden hours per

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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. Transactic 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Share
Incentive Stock Option (right to buy)	\$ 2.4	10/10/2005		M	2,314	06/10/2005	06/10/2014	Common Stock	2,3
Non-Qualified Stock Option (right to buy)	\$ 2.4	10/10/2005		M	1,418	06/10/2005	06/10/2014	Common Stock	1,4

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Miller Richard

70 W. PLUMERIA DR. VP, Chief Technology Officer

SAN JOSE, CA 95134

### **Signatures**

By: Pulay Mohun, Attorney-in-fact For: Richard G.
Miller
10/10/2005

\*\*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) 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. 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.

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