

NVIDIA CORP
 Form 4
 June 24, 2008

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 *
GAITHER JAMES C

(Last) (First) (Middle)

755 PAGE MILL ROAD, SUITE A-200

(Street)

PALO ALTO, CA 943041005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NVIDIA CORP [NVDA]

3. Date of Earliest Transaction (Month/Day/Year)
06/20/2008

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 Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.76	06/20/2008			A		30,000		<u>(1)</u>	06/19/2014	Common	30,000
Stock Option (Right to Buy)	\$ 19.76	06/20/2008			A		10,000		<u>(2)</u>	06/19/2014	Common	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAITHER JAMES C 755 PAGE MILL ROAD, SUITE A-200 PALO ALTO, CA 943041005	X			

Signatures

By: Robert Yin, by power of attorney
06/24/2008

__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) Automatic grant in connection with service on the Board of Directors. The grant shall begin vesting on the second anniversary of the grant date and thereafter shall vest quarterly over one year, being fully vested in 2011, provided that the Reporting Person has attended at least 75% of the Board of Directors meetings in the two year period following the grant date. If the Reporting Person has not attended at least 75% of the Board of Directors meetings in the two year period following the grant date, the grant shall vest 30% on the third anniversary of the grant date, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the second anniversary of the grant date due to disability, the grant shall immediately vest and become exercisable on a quarterly pro rata basis. If the Reporting Person's service as a director terminates due to death, the grant shall immediately vest and become exercisable.

(2) Automatic grant in connection with service on a Committee of the Board of Directors. The grant shall vest on the first anniversary of the grant date, provided that the Reporting Person has attended at least 75% of the Committee meetings in the year following the grant date. If the Reporting Person has attended fewer than 75% of the Committee meetings in the year following the grant date, the grant shall vest 10% per year for each of the first three years after the grant, with the remaining 70% vesting on the fourth anniversary of the grant date. If the Reporting Person's service as a director terminates before the first anniversary of the grant date due to disability, the grant shall immediately vest and become exercisable on a monthly pro rata basis. If the Reporting Person's service as a director terminates due to death, the grant shall immediately vest and become exercisable.

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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