

NVIDIA CORP
Form 4
March 18, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
SHANNON DAVID M

(Last) (First) (Middle)

C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY

(Street)

SANTA CLARA, CA 95050

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/16/2016

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)
EVP, CAO & Secretary

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 Beneficial Ownership (Instr. 4)
Common Stock	03/16/2016		A	(A) V Amount 7,700 (1)	(D) Price \$ 0 (2)	346,948	D
Common Stock	03/16/2016		A	(A) V Amount 69,000 (3)	(D) Price \$ 0 (2)	415,948	D
Common Stock	03/16/2016		A	(A) V Amount 5,600 (4)	(D) Price \$ 0 (2)	422,707 (5)	D
Common Stock	03/16/2016		F	(A) V Amount 25,878 (6)	(D) Price \$ 33.1	396,829	D
Common Stock						110,800	I Shannon Revocable

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receive one share of Issuer's common stock. The stretch operating plan number represents 200% of the target compensation plan payout of 34,500 shares. If the pre-established performance goal is achieved, the shares earned will vest as to 25% on March 15, 2017 and as to 12.5% of the shares every six months thereafter, such that the shares are fully vested on approximately the four (4) year anniversary of the date of grant.

- Represents the stretch operating plan number of shares that will be earned, if at all, based on the Issuer's relative shareholder return from February 1, 2016 through January 27, 2019. Each restricted stock unit represents a contingent right to receive one share of Issuer's
- (4) common stock. The stretch operating plan number represents 200% of the target compensation plan payout of 2,800 shares. If a pre-established threshold is achieved, the shares earned will vest as to 100% on March 20, 2019, such that the shares are fully vested on approximately the three (3) year anniversary of the date of grant.
 - (5) Includes 1,159 shares purchased pursuant to the Issuer's Employee Stock Purchase Plan on February 29, 2016 and 54,662 shares issued upon the vesting of restricted stock units previously reported on a Form 4.
 - (6) Represents shares of the Issuer's common stock withheld by the Issuer to satisfy taxes due by the Reporting Person in connection with the vesting of restricted stock units previously reported on a Form 4.
 - (7) The shares are held by the Shannon Revocable Trust, dated 9/24/1997, of which the Reporting Person is co-trustee.

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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