## Edgar Filing: MILLER WILLIAM J - Form 4

MILLER WILLIA	M J											
Form 4												
May 20, 2013										OMB	APPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										3235-0287		
Check this box if no longer subject to Section 16. Form 4 or						BENEI ITIES	FICIA			Expires: Estimated burden ho response.	January 31, s: 2005 ted average hours per	
Form 5 obligations may continue. See Instruction 1(b).	-	a) of the l		Jtility H	Iold	ling Co	mpan	y Act	nge Act of 1934, of 1935 or Secti 940			
(Print or Type Respons	es)											
1. Name and Address MILLER WILLIA	2. Issuer Name <b>and</b> Ticker or Trading Symbol NVIDIA CORP [NVDA]				ing	5. Relationship of Reporting Person(s) to Issuer						
(Last) (Fi	irst) (I	Middle)	3. Date	of Earlies	t Tr	ansactior	1		(Ch	eck all applicab	le)	
C/O NVIDIA CORPORATION, 2701 SAN TOMAS EXPRESSWAY			(Month/Day/Year) 05/16/2013					X_ Director 10% Owner Officer (give title Other (specify below) below)				
Filed(N				4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>					
SANTA CLARA,	CA 95050								Person		epotting	
(City) (St	ate)	(Zip)	Tal	ole I - No	n-D	erivativ	e Secu	rities A	Acquired, Disposed	of, or Benefici	ally Owned	
	saction Date /Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code	ction	4. Securi Acquired Disposed (Instr. 3,	l (A) o l of (D	)	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)	
				Code	V	Amount	(D)	Price	(Instr. 5 and 4)			
Reminder: Report on a	separate line	for each cl	ass of sec	curities be	enefi	Perse infor requi	ons w matio	ho res n cont o resp	spond to the colle tained in this forn ond unless the fo	n are not rm	SEC 1474 (9-02)	
	Tabl					numl uired, Di	oer. sposed	l of, or	ntly valid OMB co Beneficially Owned securities)			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (Right to Buy)	\$ 14.63	05/16/2013		A	85,551	<u>(1)</u>	05/15/2023	Common Stock	85,551	
Reporting Owners										

<b>Reporting Owner Name / Address</b>	Relationships						
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
MILLER WILLIAM J C/O NVIDIA CORPORATION 2701 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95050	Х						
Signatures							
/s/ Rebecca Peters, Attorney-in-Fact fo Miller	n J.	05/20/2013					
<u>**</u> 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).

Annual grant in connection with service on the Board of Directors. The grant shall vest quarterly over one year, commencing on May 16,(1) 2013. If the Reporting Person's service as a director terminates at any time due to death, the grant shall immediately become fully vested and exercisable.

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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