

NVIDIA CORP
Reported by
STEVENS MARK A

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 11/14/17 for the Period Ending 11/13/17

Address	2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA, 95051
Telephone	408-486-2000
CIK	0001045810
Symbol	NVDA
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	01/29

FORM 4

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

OMB APPROVAL
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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * STEVENS MARK A (Last) (First) (Middle) C/O NVIDIA CORPORATION, 2788 SAN TOMAS EXPRESSWAY (Street) SANTA CLARA, CA 95051 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NVIDIA CORP [NVDA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/13/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/13/2017		M		35000	A	\$17.78	72382	D	
Common Stock	11/13/2017		M		23635	A	\$12.08	96017	D	
Common Stock	11/13/2017		M		42775	A	\$14.63	138792	D	
Common Stock	11/13/2017		M		19532	A	\$18.82	158324	D	
Common Stock								1824352	I	By Trust (1)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Director Stock Option (Right to Buy)	\$17.78	11/13/2017		M		35000		(2)	5/18/2021	Common Stock	35000.0	\$0	0	D	
Director Stock Option (Right to Buy)	\$12.08	11/13/2017		M		23635		(2)	5/17/2022	Common Stock	23635.0	\$0	0	D	
Director Stock Option (Right to Buy)	\$14.63	11/13/2017		M		42775		(2)	5/15/2023	Common Stock	42775.0	\$0	0	D	
Director Stock Option (Right to Buy)	\$18.82	11/13/2017		M		19352		(2)	5/26/2024	Common Stock	19352.0	\$0	0	D	

Explanation of Responses:

- (1) Held by The 3rd Millennium Trust, of which Mr. Stevens and his wife are co-trustees.
- (2) Fully vested.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS MARK A C/O NVIDIA CORPORATION 2788 SAN TOMAS EXPRESSWAY SANTA CLARA, CA 95051	X			

Signatures

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

* 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).

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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