

WHIMS JAMES L
Form 4
May 31, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHIMS JAMES L

(Last) (First) (Middle)

70 W. PLUMERIA DRIVE

(Street)

SAN JOSE, CA 95134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PortalPlayer, Inc. [PLAY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2005

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					60,915	D	
Common Stock					1,620	I	By Techfarm II, L.P. ⁽¹⁾
Common Stock					45,834	I	By Techfund Capital Management II, LLC ⁽¹⁾
Common Stock	05/26/2005		S		27,243	D	\$ 19.49
					199,946	I	By Techfund Capital II, L.P. ⁽¹⁾

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Common Stock	05/26/2005	S	41,857	D	\$ 19.47	158,089	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	100	D	\$ 19.52	157,989	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	800	D	\$ 19.35	157,189	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	157	D	\$ 19.36	157,032	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	866	D	\$ 19.38	156,166	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	1,800	D	\$ 19.46	154,366	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	100	D	\$ 19.39	154,266	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	400	D	\$ 19.44	153,866	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	7,734	D	\$ 19.45	146,132	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	5,100	D	\$ 19.4	141,032	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	1,400	D	\$ 19.41	139,632	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	943	D	\$ 19.43	138,689	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	1,900	D	\$ 19.42	136,789	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	5,800	D	\$ 19.51	130,989	I	By Techfund Capital II, L.P. <u>(1)</u>
Common Stock	05/26/2005	S	300	D	\$ 19.5	130,689	I	By Techfund Capital II,

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								L.P. ⁽¹⁾
Common Stock	05/26/2005	S	700	D	\$ 19.53	129,989	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	1,000	D	\$ 19.64	128,989	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	1,400	D	\$ 19.66	127,589	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	800	D	\$ 19.61	126,789	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	1,800	D	\$ 19.62	124,989	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	400	D	\$ 19.56	124,589	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	3,200	D	\$ 19.6	121,389	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	400	D	\$ 19.65	120,989	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	3,600	D	\$ 19.63	117,389	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	4,951	D	\$ 19.58	112,438	I	By Techfund Capital II, L.P. ⁽¹⁾
Common Stock	05/26/2005	S	2,500	D	\$ 19.59	109,938	I	By Techfund Capital II, L.P. ⁽¹⁾

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

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(9-02)

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

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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. Transaction 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHIMS JAMES L 70 W. PLUMERIA DRIVE SAN JOSE, CA 95134	X			

Signatures

/s/ James L.
Whims

05/31/2005

__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 reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.

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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