WHIMS JAMES L Form 4 May 31, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WHIMS JAMES L			2. Issuer Name and Ticker or Trading Symbol PortalPlayer, Inc. [PLAY]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction	(====== un uppn-uni)		
70 W. PLUMERIA DRIVE		E	(Month/Day/Year) 05/26/2005	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
SAN JOSE, CA 95134				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivativo	quired, Disposed	of, or Benefi	icially Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price		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							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. (1)
Common Stock	05/26/2005	S	100	D	\$ 19.52	157,989	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	800	D	\$ 19.35	157,189	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	157	D	\$ 19.36	157,032	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	866	D	\$ 19.38	156,166	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	1,800	D	\$ 19.46	154,366	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	100	D	\$ 19.39	154,266	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	400	D	\$ 19.44	153,866	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	7,734	D	\$ 19.45	146,132	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	5,100	D	\$ 19.4	141,032	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	1,400	D	\$ 19.41	139,632	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	943	D	\$ 19.43	138,689	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	1,900	D	\$ 19.42	136,789	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	5,800	D	\$ 19.51	130,989	I	By Techfund Capital II, L.P. (1)
Common Stock	05/26/2005	S	300	D	\$ 19.5	130,689	I	By Techfund Capital II,

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								L.P. <u>(1)</u>
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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc		7. Title and	8. Price of	9. Nu Deriv
5	Derivative Security Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I		Amount of Underlying Securities (Instr. 3 and 4	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V	<i></i>	Date Exercisable	Expiration Date	Title Amour or Number of	er	

Reporting Owners

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

Signatures

/s/ James L.
Whims

_**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. 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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