

PortalPlayer, Inc.  
Form 4  
August 17, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Soghikian Shahan D

(Last) (First) (Middle)

C/O J.P. MORGAN PARTNERS,  
LLC, 50 CALIFORNIA STREET

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/15/2005

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/15/2005		S	265,775 D \$ 23.59	1,855,691	I	See footnote (1)
Common Stock	08/15/2005		S	24,302 D \$ 23.61	1,831,389	I	See footnote (2)
Common Stock	08/15/2005		S	34,856 D \$ 23.62	1,796,533	I	See footnote (3)
Common Stock	08/15/2005		S	34,856 D \$ 23.64	1,761,677	I	See footnote

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								(1)
Common Stock	08/15/2005	S	23,068	D	\$ 23.59	168,437	I	See footnote (2)
Common Stock	08/15/2005	S	2,109	D	\$ 23.61	166,328	I	See footnote (2)
Common Stock	08/15/2005	S	3,025	D	\$ 23.62	163,303	I	See footnote (2)
Common Stock	08/15/2005	S	3,025	D	\$ 23.64	160,278	I	See footnote (2)
Common Stock	08/15/2005	S	3,145	D	\$ 23.59	22,961	I	See footnote (3)
Common Stock	08/15/2005	S	288	D	\$ 23.61	22,673	I	See footnote (3)
Common Stock	08/15/2005	S	412	D	\$ 23.62	22,261	I	See footnote (3)
Common Stock	08/15/2005	S	412	D	\$ 23.64	21,849	I	See footnote (3)
Common Stock	08/15/2005	S	11,708	D	\$ 23.59	85,491	I	See footnote (4)
Common Stock	08/15/2005	S	1,070	D	\$ 23.61	84,421	I	See footnote (4)
Common Stock	08/15/2005	S	1,536	D	\$ 23.62	82,885	I	See footnote (4)
Common Stock	08/15/2005	S	1,536	D	\$ 23.64	81,349	I	See footnote (4)
Common Stock	08/15/2005	S	1,305	D	\$ 23.59	9,526	I	See footnote (5)
Common Stock	08/15/2005	S	119	D	\$ 23.61	9,407	I	See footnote (5)

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Common Stock	08/15/2005	S	171	D	\$ 23.62	9,236	I	See footnote (5)
Common Stock	08/15/2005	S	171	D	\$ 23.64	9,065	I	See footnote (5)
Common Stock						86,322	I	See footnote (6)

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)

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. Priority of Derivative Security (Instr. 3)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (right to buy)	\$ 24.1					06/10/2006	07/28/2015	Common Stock	0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Soghikian Shahan D C/O J.P. MORGAN PARTNERS, LLC 50 CALIFORNIA STREET SAN FRANCISCO, CA 94111	X			

## Signatures

/s/ Shahan D.  
Soghikian

08/17/2005

\_\_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) See comment 1 of Exhibit 99.1
- (2) See comment 2 of Exhibit 99.1
- (3) See comment 3 of Exhibit 99.1
- (4) See comment 4 of Exhibit 99.1
- (5) See comment 5 of Exhibit 99.1
- (6) See comment 6 of Exhibit 99.1
- (7) See comment 7 of Exhibit 99.1

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