

PortalPlayer, Inc.  
Form 4  
June 02, 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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Johnson Gary

(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)  
06/01/2005

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (D)                                                                     | Price                                                             |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 11,833                                                                                                             | D                                                                       |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 47,333                                                                                                             | I                                                                       | By<br>Benhall-(A)<br>Annuity<br>Trust dated<br>June 9, 2004       |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 47,333                                                                                                             | I                                                                       | By<br>Welby-(A)<br>Annuity<br>Trust dated<br>June 9, 2004         |

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|              |            |   |         |   |          |         |   |                                                      |
|--------------|------------|---|---------|---|----------|---------|---|------------------------------------------------------|
|              |            |   |         |   |          |         |   | (1)                                                  |
| Common Stock |            |   |         |   |          | 16,722  | I | By Johnson Childrens Trust F/B/O Claire Johnson (2)  |
| Common Stock |            |   |         |   |          | 16,722  | I | By Johnson Childrens Trust F/B/O Matthew Johnson (2) |
| Common Stock | 06/01/2005 | S | 700 (3) | D | \$ 20.49 | 128,764 | I | By Johnson Revocable Trust dated October 11, 1999    |
| Common Stock | 06/01/2005 | S | 850 (3) | D | \$ 20.44 | 127,914 | I | By Johnson Revocable Trust dated October 11, 1999    |
| Common Stock | 06/01/2005 | S | 200 (3) | D | \$ 20.46 | 127,714 | I | By Johnson Revocable Trust dated October 11, 1999    |
| Common Stock | 06/01/2005 | S | 100 (3) | D | \$ 24.47 | 127,614 | I | By Johnson Revocable Trust dated October 11, 1999    |
| Common Stock | 06/01/2005 | S | 250 (3) | D | \$ 20.48 | 127,364 | I | By Johnson Revocable Trust dated October 11, 1999    |
| Common Stock | 06/01/2005 | S | 350 (3) | D | \$ 20.55 | 127,014 | I | By Johnson Revocable Trust dated October 11, 1999    |
| Common Stock | 06/01/2005 | S | 100 (3) | D | \$ 20.61 | 126,914 | I | By Johnson Revocable Trust dated October 11, 1999    |

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|              |            |   |                  |   |          |         |   |                                                   |
|--------------|------------|---|------------------|---|----------|---------|---|---------------------------------------------------|
| Common Stock | 06/01/2005 | S | 400 <u>(3)</u>   | D | \$ 20.65 | 126,514 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 100 <u>(3)</u>   | D | \$ 20.67 | 126,414 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 1,100 <u>(3)</u> | D | \$ 20.73 | 125,314 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 400 <u>(3)</u>   | D | \$ 20.79 | 124,914 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 200 <u>(3)</u>   | D | \$ 20.84 | 124,714 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 200 <u>(3)</u>   | D | \$ 20.85 | 124,514 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 350 <u>(3)</u>   | D | \$ 20.92 | 124,164 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 550 <u>(3)</u>   | D | \$ 21.05 | 123,614 | I | By Johnson Revocable Trust dated October 11, 1999 |
| Common Stock | 06/01/2005 | S | 92 <u>(3)</u>    | D | \$ 21.02 | 123,522 | I | By Johnson Revocable Trust dated October 11, 1999 |
|              | 06/01/2005 | S | 158 <u>(3)</u>   | D |          | 123,364 | I |                                                   |

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|                 |            |   |                    |   |             |         |   |                                                               |
|-----------------|------------|---|--------------------|---|-------------|---------|---|---------------------------------------------------------------|
| Common<br>Stock |            |   |                    |   | \$<br>20.01 |         |   | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 350 <sup>(3)</sup> | D | \$<br>21.07 | 123,014 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 350 <sup>(3)</sup> | D | \$<br>20.99 | 122,664 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 800 <sup>(3)</sup> | D | \$ 20.9     | 121,864 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 105 <sup>(3)</sup> | D | \$ 20.3     | 121,759 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 45 <sup>(3)</sup>  | D | \$<br>20.22 | 121,714 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 100 <sup>(3)</sup> | D | \$<br>20.26 | 121,614 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 150 <sup>(3)</sup> | D | \$<br>20.31 | 121,464 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |
| Common<br>Stock | 06/01/2005 | S | 50 <sup>(3)</sup>  | D | \$<br>20.32 | 121,414 | I | By Johnson<br>Revocable<br>Trust dated<br>October 11,<br>1999 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                   |       |
|------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                            | Director      | 10% Owner | Officer           | Other |
| Johnson Gary<br>70 W. PLUMERIA DRIVE<br>SAN JOSE, CA 95134 | X             |           | President and CEO |       |

## Signatures

/s/ Pulay Mohun, Attorney-in-fact for Gary Johnson 06/02/2005

\_\_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).

The shares are held in a trust for the benefit of the reporting person's wife. The reporting person's wife is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

The shares are held in a trust for the benefit of the reporting person's children. Joel Silberman is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 25, 2005.

**Remarks:**

1 of 2 Forms 4

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.