

Miller Richard
Form 4
June 29, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Richard

(Last) (First) (Middle)

70 W. PLUMERIA DR.

(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)

06/27/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

VP, Chief Technology Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(D)	Price

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>700</u> (1)	06/10/2005	06/10/2014	Common Stock	700
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>200</u> (1)	06/10/2005	06/10/2014	Common Stock	200
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>600</u> (1)	06/10/2005	06/10/2014	Common Stock	600
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>800</u> (1)	06/10/2005	06/10/2014	Common Stock	800
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>2,000</u> (1)	06/10/2005	06/10/2014	Common Stock	2,000
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>500</u> (1)	06/10/2005	06/10/2014	Common Stock	500
Incentive Stock Option (right to buy)	\$ 2.4	06/27/2005	S			<u>200</u> (1)	06/10/2005	06/10/2014	Common Stock	200
Incentive Stock	\$ 2.4	06/27/2005	S			<u>500</u> (1)	06/10/2005	06/10/2014	Common Stock	500

Option
(right to
buy)

Incentive
Stock

Option (right to buy)	\$ 2.4	06/27/2005	S	<u>400</u> (1)	06/10/2005	06/10/2014	Common Stock	400
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Incentive
Stock

Option (right to buy)	\$ 2.4	06/27/2005	S	<u>800</u> (1)	06/10/2005	06/10/2014	Common Stock	800
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Incentive
Stock

Option (right to buy)	\$ 2.4	06/27/2005	S	<u>100</u> (1)	06/10/2005	06/10/2014	Common Stock	100
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Incentive
Stock

Option (right to buy)	\$ 2.4	06/27/2005	S	<u>3,200</u> (1)	06/10/2005	06/10/2014	Common Stock	3,200
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Miller Richard
70 W. PLUMERIA DR.
SAN JOSE, CA 95134

VP, Chief Technology Officer

Signatures

By: Pulay Mohun, Attorney-in-fact For: Richard G.
Miller

06/29/2005

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

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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