

CARLSEN SVEND-OLAV  
Form 4  
July 12, 2005

**FORM 4**

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

OMB APPROVAL

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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 \*  
CARLSEN SVEND-OLAV

(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)  
07/11/2005

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)  
VP, Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 07/11/2005                           |  | M                              | 400 A \$ 2.4  | 3,124 <sup>(1)</sup>  | D  |                                   |
| Common Stock                    | 07/11/2005                           |  | S                              | 400 <sup>(2)</sup> D \$ 24.57                                     | 2,724   | D  |                                   |
| Common Stock                    | 07/11/2005                           |  | M                              | 1,500 A \$ 2.4  | 4,224   | D  |                                   |
| Common Stock                    | 07/11/2005                           |  | S                              | 1,500 <sup>(2)</sup> D \$ 24.72                                   | 2,724   | D  |                                   |
| Common Stock                    | 07/11/2005                           |  | M                              | 1,500 A \$ 2.4  | 4,224   | D  |                                   |

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|              |            |   |                     |   |          |       |   |
|--------------|------------|---|---------------------|---|----------|-------|---|
| Common Stock | 07/11/2005 | S | <u>1,500</u><br>(2) | D | \$ 24.71 | 2,724 | D |
| Common Stock | 07/11/2005 | M | 100                 | A | \$ 2.4   | 2,824 | D |
| Common Stock | 07/11/2005 | S | 100 <u>(2)</u>      | D | \$ 24.61 | 2,724 | D |
| Common Stock | 07/11/2005 | M | 1,800               | A | \$ 2.4   | 4,524 | D |
| Common Stock | 07/11/2005 | S | <u>1,800</u><br>(2) | D | \$ 24.6  | 2,724 | D |
| Common Stock | 07/11/2005 | M | 1,200               | A | \$ 2.4   | 3,924 | D |
| Common Stock | 07/11/2005 | S | <u>1,200</u><br>(2) | D | \$ 24.55 | 2,724 | D |
| Common Stock | 07/11/2005 | M | 600                 | A | \$ 2.4   | 3,324 | D |
| Common Stock | 07/11/2005 | S | 600 <u>(2)</u>      | D | \$ 24.52 | 2,724 | D |
| Common Stock | 07/11/2005 | M | 500                 | A | \$ 2.4   | 3,224 | D |
| Common Stock | 07/11/2005 | S | 500 <u>(2)</u>      | D | \$ 24.5  | 2,724 | D |
| Common Stock | 07/12/2005 | M | 2,800               | A | \$ 2.4   | 5,524 | D |
| Common Stock | 07/12/2005 | S | <u>2,800</u><br>(2) | D | \$ 24.62 | 2,724 | D |
| Common Stock | 07/12/2005 | M | 3,600               | A | \$ 2.4   | 6,324 | D |
| Common Stock | 07/12/2005 | S | <u>3,600</u><br>(2) | D | \$ 24.56 | 2,724 | D |
| Common Stock | 07/12/2005 | M | 100                 | A | \$ 2.4   | 2,824 | D |
| Common Stock | 07/12/2005 | S | 100 <u>(2)</u>      | D | \$ 24.53 | 2,724 | D |
| Common Stock | 07/12/2005 | M | 1,300               | A | \$ 2.4   | 4,024 | D |
| Common Stock | 07/12/2005 | S | <u>1,300</u><br>(2) | D | \$ 24.51 | 2,724 | D |
| Common Stock | 07/12/2005 | M | 1,639               | A | \$ 2.4   | 4,363 | D |
|              | 07/12/2005 | S |                     | D |          | 2,724 | D |

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|              |            |  |   |  |              |    |         |         |
|--------------|------------|--|---|--|--------------|----|---------|---------|
| Common Stock |            |  |   |  | 1,639<br>(2) | \$ | 24.52   |         |
| Common Stock | 07/12/2005 |  | M |  | 1,391        | A  | \$ 2.4  | 4,115 D |
| Common Stock | 07/12/2005 |  | S |  | 1,391<br>(2) | D  | \$ 24.5 | 2,724 D |
| Common Stock | 07/12/2005 |  | M |  | 6,570        | A  | \$ 2.4  | 9,294 D |
| Common Stock | 07/12/2005 |  | S |  | 6,570<br>(2) | D  | \$ 24.5 | 2,724 D |

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   |
| Incentive Stock Option (right to buy)      | \$ 2.4   | 07/12/2005                           |  | M                              | 6,570   | 06/10/2005   | 06/09/2014      | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 2.4   | 07/11/2005                           |  | M                              | 400   | 06/10/2005   | 06/09/2014      | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 2.4   | 07/11/2005                           |  | M                              | 1,500   | 06/10/2005   | 06/09/2014      | Common Stock  |
| Non-Qualified Stock Option (right to buy)  | \$ 2.4   | 07/11/2005                           |  | M                              | 1,500   | 06/10/2005   | 06/09/2014      | Common Stock  |
| Non-Qualified Stock Option                 | \$ 2.4   | 07/11/2005                           |  | M                              | 100   | 06/10/2005   | 06/09/2014      | Common Stock  |

|   |        |            |   |       |            |            |                 |       |  |  |
|---|--------|------------|---|-------|------------|------------|-----------------|-------|--|--|
| (right to buy)                                  |        |            |   |       |            |            |                 |       |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/11/2005 | M | 1,800 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 1,800 |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/11/2005 | M | 1,200 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 1,200 |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/11/2005 | M | 600   | 06/10/2005 | 06/09/2014 | Common<br>Stock | 600   |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/11/2005 | M | 500   | 06/10/2005 | 06/09/2014 | Common<br>Stock | 500   |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/12/2005 | M | 2,800 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 2,800 |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/12/2005 | M | 3,600 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 3,600 |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/12/2005 | M | 100   | 06/10/2005 | 06/09/2014 | Common<br>Stock | 100   |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/12/2005 | M | 1,300 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 1,300 |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/12/2005 | M | 1,639 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 1,639 |  |  |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 2.4 | 07/12/2005 | M | 1,391 | 06/10/2005 | 06/09/2014 | Common<br>Stock | 1,391 |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| CARLSEN SVEND-OLAV<br>70 W. PLUMERIA DR.<br>SAN JOSE, CA 95134 |               |           | VP, Chief Financial Officer |       |

## Signatures

/s/ Svend Olav  
Carlsen

07/12/2005

\_\_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) Includes 682 shares acquired under the PortalPlayer, Inc. employee stock purchase plan on May 4, 2005.
- (2) 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. 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.