

PortalPlayer, Inc.
Form 4
November 30, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

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)
11/28/2005

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) | | | 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 | 11/28/2005 | | S | | | 17,428 | D | \$ 24.95 | 1,128,707 | I | See Footnote (1) |
| Common Stock | 11/28/2005 | | S | | | 8,714 | D | \$ 25 | 1,119,993 | I | See Footnote (1) |
| Common Stock | 11/28/2005 | | S | | | 1,513 | D | \$ 24.95 | 105,339 | I | See Footnote (2) |
| Common Stock | 11/28/2005 | | S | | | 756 | D | \$ 25 | 104,583 | I | See Footnote |

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| | | | | | | | | <u>(2)</u> |
|--------------|------------|---|--------|---|----------|-----------|---|-------------------------|
| Common Stock | 11/28/2005 | S | 206 | D | \$ 24.95 | 14,360 | I | See Footnote <u>(3)</u> |
| Common Stock | 11/28/2005 | S | 103 | D | \$ 25 | 14,257 | I | See Footnote <u>(3)</u> |
| Common Stock | 11/28/2005 | S | 768 | D | \$ 24.95 | 53,465 | I | See Footnote <u>(4)</u> |
| Common Stock | 11/28/2005 | S | 384 | D | \$ 25 | 53,081 | I | See Footnote <u>(4)</u> |
| Common Stock | 11/28/2005 | S | 85 | D | \$ 24.95 | 5,958 | I | See Footnote <u>(5)</u> |
| Common Stock | 11/28/2005 | S | 43 | D | \$ 25 | 5,915 | I | See Footnote <u>(5)</u> |
| Common Stock | 11/29/2005 | S | 21,785 | D | \$ 24.1 | 1,098,208 | I | See Footnote <u>(1)</u> |
| Common Stock | 11/29/2005 | S | 6,535 | D | \$ 24.05 | 1,091,673 | I | See Footnote <u>(1)</u> |
| Common Stock | 11/29/2005 | S | 41,391 | D | \$ 23.95 | 1,050,282 | I | See Footnote <u>(1)</u> |
| Common Stock | 11/29/2005 | S | 1,891 | D | \$ 24.1 | 102,692 | I | See Footnote <u>(2)</u> |
| Common Stock | 11/29/2005 | S | 567 | D | \$ 24.05 | 102,125 | I | See Footnote <u>(2)</u> |
| Common Stock | 11/29/2005 | S | 3,593 | D | \$ 23.95 | 98,532 | I | See Footnote <u>(2)</u> |
| Common Stock | 11/29/2005 | S | 258 | D | \$ 24.1 | 13,999 | I | See Footnote <u>(3)</u> |
| Common Stock | 11/29/2005 | S | 77 | D | \$ 24.05 | 13,922 | I | See Footnote <u>(3)</u> |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|---|----------|--------|---|------------------|
| Common Stock | 11/29/2005 | | S | 490 | D | \$ 23.95 | 13,432 | I | See Footnote (3) |
| Common Stock | 11/29/2005 | | S | 960 | D | \$ 24.1 | 52,121 | I | See Footnote (4) |
| Common Stock | 11/29/2005 | | S | 288 | D | \$ 24.05 | 51,833 | I | See Footnote (4) |
| Common Stock | 11/29/2005 | | S | 1,823 | D | \$ 23.95 | 50,010 | I | See Footnote (4) |
| Common Stock | 11/29/2005 | | S | 107 | D | \$ 24.1 | 5,808 | I | See Footnote (5) |
| Common Stock | 11/29/2005 | | S | 32 | D | \$ 24.05 | 5,776 | I | See Footnote (5) |
| Common Stock | 11/29/2005 | | S | 203 | D | \$ 23.95 | 5,573 | 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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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 (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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Shares

| | | | | | |
|----------------|---------|------------|------------|--------|---|
| Stock | | | | | |
| Option | \$ 24.1 | 06/10/2006 | 07/28/2015 | Common | 0 |
| (right to buy) | | | | Stock | |

Reporting Owners

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

Signatures

/s/ Shahan D.
Soghikian

11/30/2005

__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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