

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL
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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(f) of the Investment Company Act of 1940

1. Name and Address of
Reporting Person *

WHIMS JAMES L

(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]

5. Relationship of Reporting Person(s) to Issuer (Check all
applicable)

☒ Director ☐ 10% Owner☐ Officer (give title below) ☐ Other (specify below)

3. Date of Earliest Transaction
(MM/DD/YYYY)

8/30/2005

4. If Amendment, Date Original Filed
(MM/DD/YYYY)

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 (MM/DD/YYYY)	2A. Deemed Execution Date, if any (MM/DD/YYYY)	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	(A) or (D)	Price			
Common Stock	8/30/2005		S		10000	D	\$26.0558	52290	D	
Common Stock	8/31/2005		S		5000	D	\$26.332	47290	D	
Common Stock								1620	I	by Techfarm II LP (1)
Common Stock								45834	I	by Techfund Cap MGMT (2)
Common Stock								109938	I	by Techfund CapII LP (3)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (MM/DD/YYYY)	3A. Deemed Execution Date, if any (MM/DD/YYYY)	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	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

(1) By Techfarm II, L.P. The reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.

- (2) By Techfund Capital Management II, LLC. The reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.
- (3) By Techfund Capital II, L.P. The reporting person disclaims beneficial ownership of the securities except for any pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address

**WHIMS JAMES L
70 W. PLUMERIA DRIVE
SAN JOSE,CA95134**

	Relationships		
Director	10% Owner	Officer	Other
X			

Signatures

By: Pulay Mohun, Attorney-in-fact For: James L. Whims

 ** Signature of Reporting Person

8/31/2005

Date _____

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.

End of Filing