

TESLA MOTORS INC
Form 4
May 18, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
Straubel Jeffrey B

(Last) (First) (Middle)

3500 DEER CREEK ROAD

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TESLA MOTORS INC [TSLA]

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2015

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 below) ___ Other (specify below)

Chief Technical 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 05/15/2015 | | M ⁽¹⁾ | A | \$ 6.63 111,569 ⁽²⁾ | D | |
| Common Stock | 05/15/2015 | | S ⁽¹⁾ | D | \$ 243,544 110,869 ⁽³⁾ | D | |
| Common Stock | 05/15/2015 | | S ⁽¹⁾ | D | \$ 244.667 110,269 ⁽⁴⁾ | D | |
| Common Stock | 05/15/2015 | | S ⁽¹⁾ | D | \$ 245.525 110,069 ⁽⁵⁾ | D | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|-----------|---------|---------|---|
| Common Stock | 05/15/2015 | S ⁽¹⁾ | 2,300 | D | \$ (6) | 246.912 | 107,769 | D |
| Common Stock | 05/15/2015 | S ⁽¹⁾ | 3,192 | D | \$ (7) | 247.602 | 104,577 | D |
| Common Stock | 05/15/2015 | S ⁽¹⁾ | 3,008 | D | \$ (8) | 248.692 | 101,569 | D |
| Common Stock | 05/18/2015 | M | 33,333 | A | \$ 2.7 | | 134,902 | D |

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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 2.7 | 05/18/2015 | | M | 33,333 | (9) | 06/03/2015 | Common Stock | 33,333 |
| Non-Qualified Stock Option (right to buy) | \$ 6.63 | 05/15/2015 | | M ⁽¹⁾ | 10,000 | (9) | 12/03/2016 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Straubel Jeffrey B 3500 DEER CREEK ROAD PALO ALTO, CA 94304 | | | Chief Technical Officer | |

Signatures

Jeffrey B
Straubel

05/18/2015

**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 stock option exercise and sales reported on this Form 4 were effected pursuant to a pre-determined Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2015. The reporting person adopted the trading plan to periodically exercise long held stock options

(1) that are expiring in 2016. In addition, the reporting person is selling securities in order to fund the exercise of the expiring stock options and the resulting tax liability. The reporting person's ownership in Tesla Motors, Inc. is increasing after taking into account all of the transactions reported on this Form 4.

(2) Amount of securities beneficially owned includes 88 shares acquired under the Tesla Motors, Inc. Employee Stock Purchase Plan on February 27, 2015.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(3) \$242.94 to \$243.85, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(4) \$244.02 to \$244.94, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(5) \$245.21 to \$245.84, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(6) \$246.33 to \$247.32, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(7) \$247.33 to \$248.04, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from

(8) \$248.41 to \$249.07, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(9) 1/48th of the shares subject to the option will vest on each monthly anniversary of the grant date, so that all such shares will be vested as of the fourth anniversary of the grant date.

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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