

TESLA MOTORS INC

Form 4

August 29, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ehrenpreis Ira Matthew

(Last) (First) (Middle)

100 SHORELINE HWY., SUITE
282, BLDG. B

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/28/2013

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) (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	08/28/2013		M ⁽¹⁾		16,666	A	\$ 28.43	66,665	I	By TP Mgmt VIII, LLC ⁽²⁾
Common Stock	08/28/2013		M ⁽¹⁾		16,666	A	\$ 30.08	83,331	I	By TP Mgmt VIII, LLC ⁽²⁾
Common Stock	08/28/2013		M ⁽¹⁾		12,109	A	\$ 29.66	95,440	I	By TP Mgmt VIII, LLC ⁽²⁾

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Common Stock	08/28/2013	<u>J</u> ⁽³⁾	15,611	D	\$ 0	79,829	I	By TP Mgmt VIII, LLC <u>(2)</u>
Common Stock	08/29/2013	S	16,436	D	\$ <u>163.1</u> ⁽⁴⁾	63,393	I	By TP Mgt VIII, LLC <u>(2)</u>
Common Stock	08/29/2013	S	36,136	D	\$ <u>164.18</u> ⁽⁵⁾	27,257	I	By TP Mgmt VIII, LLC <u>(2)</u>
Common Stock	08/29/2013	S	7,480	D	\$ <u>164.77</u> ⁽⁶⁾	19,777	I	By TP Mgmt VIII, LLC <u>(2)</u>
Common Stock						5,884	D	

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

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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 28.43	08/28/2013		M ⁽¹⁾		16,666		⁽⁷⁾	06/12/2018	Common Stock	16,666
Non-Qualified Stock Option (right to buy)	\$ 30.08	08/28/2013		M ⁽¹⁾		16,666		⁽⁷⁾	06/08/2019	Common Stock	16,666
	\$ 29.66	08/28/2013		M ⁽⁸⁾		2,777		⁽⁹⁾	06/12/2019		2,777

Non-Qualified Stock Option (right to buy)								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 29.66	08/28/2013	M <u>(8)</u>	2,333	<u>(10)</u>	06/12/2019	Common Stock	2,3	
Non-Qualified Stock Option (right to buy)	\$ 29.66	08/28/2013	M <u>(8)</u>	1,166	<u>(10)</u>	06/12/2019	Common Stock	1,1	
Non-Qualified Stock Option (right to buy)	\$ 29.66	08/28/2013	M <u>(8)</u>	3,500	<u>(10)</u>	06/12/2019	Common Stock	3,5	
Non-Qualified Stock Option (right to buy)	\$ 29.66	08/28/2013	M <u>(8)</u>	2,333	<u>(10)</u>	06/12/2019	Common Stock	2,3	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ehrenpreis Ira Matthew 100 SHORELINE HWY. SUITE 282, BLDG. B MILL VALLEY, CA 94941	X			

Signatures

/s/ Ira
Ehrenpreis 08/29/2013

^{**}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 Reporting Person held the option as nominee of TP Management VIII, LLC and, at the direction of TP Management VIII, LLC, exercised the option and delivered the shares of Common Stock received upon such exercise to TP Management VIII, LLC.
- (2) The Reporting Person is a managing member of the general partner of such entity, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.
- (3) Represents a distribution in kind to by TP Management VIII, LLC to certain of its members. The Reporting Person did not receive any shares in such distribution.

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- (4) Represents weighted average sales price. The shares were sold at prices ranging from \$162.60 to \$163.60. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (5) Represents weighted average sales price. The shares were sold at prices ranging from \$163.64 to \$164.64. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (6) Represents weighted average sales price. The shares were sold at prices ranging from \$164.65 to \$165.00. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- (7) Fully vested.
- (8) The Reporting Person holds the option as nominee of TP Management VIII, LLC and, at the direction of TP Management VIII, LLC, exercised the option and delivered the shares of Common Stock received upon such exercise to TP Management VIII, LLC.
- (9) 1/24th of the shares granted shall become vested and exercisable as of each monthly anniversary beginning on June 8, 2013, such that all shares subject to the Option shall be fully vested and exercisable by June 8, 2015.
- (10) 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary of the date of grant, such that all shares subject to the option shall be fully vested and exercisable by the third anniversary of the grant date. This option was automatically granted pursuant to the Company's Outside Director Compensation Policy.

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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