TESLA MOTORS INC

Form 4

December 08, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Jurvetson Stephen T

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First)

(Middle)

TESLA MOTORS INC [TSLA]

3. Date of Earliest Transaction

(Month/Day/Year)

12/04/2015

_X__ Director

Officer (give title

(Check all applicable)

10% Owner

Other (specify

C/O DRAPER FISHER JURVETSON, 2882 SAND HILL

(Street)

ROAD SUITE 150

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MENLO PARK, CA 94025

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative)	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/04/2015		M	5,556	A	\$ 29.66	5,556	D	
Common Stock	12/04/2015		M	1,334	A	\$ 29.66	6,890	D	
Common Stock							48,920	I	by Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

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displays a currently valid OMB control

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. Transactio Code (Instr. 8)	5. Number proof 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 29.66	12/04/2015		M	5,556	(2)	06/12/2019	Common Stock	5,55
Non-Qualified Stock Option (right to buy)	\$ 29.66	12/04/2015		M	1,334	(3)	06/12/2019	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
Jurvetson Stephen T C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	X					

Signatures

By: Jonathan Chang by power of attorney For: Stephen
Jurvetson 12/08/2015

**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).
- (1) These shares are held directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.
- 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. Pursuant to the issuer's Outside Director Compensation Policy, these equity awards were granted to the reporting person in connection with his service on the committees of the issuer's Board of Directors.

Reporting Owners 2

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(3) 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.

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.