

TESLA MOTORS INC

Form 4

August 20, 2015

**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 \*  
Ahuja Deepak

(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)  
08/18/2015

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)  
CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount | (A) or (D) | Price   |  |   |
| Common Stock                    | 08/18/2015                           |  | M <sup>(1)</sup>               |   | 4,823  | A          | \$ 2.7  | 12,093   | D   |
| Common Stock                    | 08/18/2015                           |  | M <sup>(1)</sup>               |   | 177    | A          | \$ 2.7  | 12,270   | D   |
| Common Stock                    | 08/18/2015                           |  | S <sup>(1)</sup>               |   | 200    | D          | \$ 254.16 <sup>(2)</sup>  | 12,070   | D   |
| Common Stock                    | 08/18/2015                           |  | S <sup>(1)</sup>               |   | 400    | D          | \$ 255.253 <sup>(3)</sup>   | 11,670   | D   |
| Common Stock                    | 08/18/2015                           |  | S <sup>(1)</sup>               |   | 600    | D          | \$ 256.563  | 11,070   | D   |

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|                 |            |                  |       |   |                  |       |   |
|-----------------|------------|------------------|-------|---|------------------|-------|---|
| Common<br>Stock | 08/18/2015 | S <sup>(1)</sup> | 2,101 | D | (4)<br>\$<br>(5) | 8,969 | D |
|                 |            |                  |       |   | 257.584          |       |   |
| Common<br>Stock | 08/18/2015 | S <sup>(1)</sup> | 1,200 | D | (6)<br>\$<br>(6) | 7,769 | D |
|                 |            |                  |       |   | 258.503          |       |   |
| Common<br>Stock | 08/18/2015 | S <sup>(1)</sup> | 400   | D | (7)<br>\$<br>(7) | 7,369 | D |
|                 |            |                  |       |   | 259.985          |       |   |
| Common<br>Stock | 08/18/2015 | S <sup>(1)</sup> | 99    | D | \$ 260.59        | 7,270 | D |
|                 |            |                  |       |   |                  |       |   |

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 displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Am<br>Underlying Sec<br>(Instr. 3 and 4) | 8. Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |                 |  |
|---|---|---|---|---|---|--|-----|---|--|-----------------|--|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date Exercisable                                      | Expiration<br>Date   | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Incentive<br>Stock Option<br>(right to buy)         | \$ 2.7  | 08/18/2015                              |   | M <sup>(1)</sup>                        |   | 177  |     | 05/13/2009 <sup>(8)</sup>                             | 04/12/2016   | Common<br>Stock |  |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 2.7  | 08/18/2015                              |   | M <sup>(1)</sup>                        |   | 4,823  |     | 07/31/2009 <sup>(9)</sup>                             | 09/02/2015   | Common<br>Stock | 4,823                                  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Ahuja Deepak  
3500 DEER CREEK ROAD  
PALO ALTO, CA 94304

CFO

## Signatures

Deepak Ahuja

08/20/2015

\*\*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) 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 3, 2014 and amended on March 3, 2015. The reporting person adopted the trading plan to periodically exercise long held stock options that are expiring in September 2015 and April 2016.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$253.83 to \$254.4903, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$255.03 to \$255.48, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$256.06 to \$256.9715, 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.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$257.20 to \$258.05, 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.

(6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$258.20 to \$258.91, 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.

(7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$259.49 to \$260.26, 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.

(8) 1/48th of the shares subject to the option first became vested and exercisable on the date listed with the remaining shares becoming vested and exercisable thereafter on each monthly anniversary of the grant date, so that all such shares were vested as of the fourth anniversary of the grant date.

(9) 1/4th of the shares subject to the option first became vested and exercisable on the date listed and 1/48th of the shares subject to the option became vested and exercisable each month thereafter.

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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