

Kohler Herbert  
Form 4  
June 12, 2012

**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 \*  
Kohler Herbert

(Last) (First) (Middle)

MERCEDESSTRASSE 137

(Street)

STUTTGART, 2M 70327

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/08/2012

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
|                                       |   |   | Code                                 | V  | Amount   | (D)  | Price   |

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

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information contained in this form are not  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities Acquired<br>(A) or Disposed of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and A<br>Underlying S<br>(Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|---|--|--|
|   |  |   |   |                                      |   |  |  |

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|   | Derivative<br>Security |            | (D)<br>(Instr. 3, 4, and 5) |        | Date<br>Exercisable | Expiration<br>Date | Title           |
|---|------------------------|------------|-----------------------------|--------|---------------------|--------------------|-----------------|
|   |                        |            | Code                        | V      |                     |                    |                 |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 30.08               | 06/08/2012 | A                           | 16,666 | <u>(1)</u>          | 06/08/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 30.08               | 06/08/2012 | J <sup>(2)</sup>            | 16,666 | <u>(1)</u>          | 06/08/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 30.08               | 06/08/2012 | J <sup>(2)</sup>            | 16,666 | <u>(1)</u>          | 06/08/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.66               | 06/12/2012 | A                           | 33,334 | <u>(3)</u>          | 06/12/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.66               | 06/12/2012 | J <sup>(4)</sup>            | 33,334 | <u>(3)</u>          | 06/12/2019         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 29.66               | 06/12/2012 | J <sup>(4)</sup>            | 33,334 | <u>(3)</u>          | 06/12/2019         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Kohler Herbert<br>MERCEDESSTRASSE 137<br>STUTTGART, 2M 70327 | X             |           |         |       |

## Signatures

/s/ Herbert  
Kohler

06/12/2012

                    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) 100% of the shares subject to the option shall vest and become exercisable on the earlier of the first anniversary date of the grant or the day prior to the date of the next annual meeting of the stockholders of the Company following date of grant.
- (2) The option was transferred to Daimler North America Corporation on June 8, 2012. The reporting person is an employee of an affiliate of Daimler North America Corporation. The reporting person disclaims beneficial ownership of the option and the shares subject to the

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option, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (3) 1/24th of the shares subject to the option shall vest and become 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.

- (4) The option was transferred to Daimler North America Corporation on June 12, 2012. The reporting person is an employee of an affiliate of Daimler North America Corporation. The reporting person disclaims beneficial ownership of the option and the shares subject to the option, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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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