

Kroeger Harald
Form 4
January 14, 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 *
Kroeger Harald

(Last) (First) (Middle)

BELA-BARENYI-STRASSE

(Street)

SINDELFINGEN, 2M 71063

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2013

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	01/10/2013		J ⁽¹⁾		29,860	A	\$ 6.63	4,897,789	I	See footnote (1)
Common Stock	01/10/2013		J ⁽¹⁾		16,666	A	\$ 28.43	4,914,455	I	See footnote (1)
Common Stock	01/10/2013		S		46,526	D	\$ 33.5874	4,867,929	I	See footnote (1)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.63	01/10/2013		J ⁽¹⁾	29,860	⁽²⁾ 01/11/2013	Common Stock	29,860
Non-Qualified Stock Option (right to buy)	\$ 28.43	01/10/2013		J ⁽¹⁾	16,666	⁽⁴⁾ 03/12/2013	Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kroeger Harald BELA-BARENYI-STRASSE SINDELFINGEN, 2M 71063			X	

Signatures

/s/Harald
Kroeger

01/14/2013

__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) 4,867,929 shares are owned directly by Blackstar InvestCo LLC, which is wholly-owned by Daimler North America Corporation ("DNAC"). The 29,860 shares and 16,666 shares represent shares issuable upon exercise of options owned directly by DNAC, which shares were sold by DNAC simultaneously with the exercise of these options. The reporting person is a vice president of an affiliate of DNAC. The reporting person 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 beneficial owner of such securities for Section 16 or any other purpose.

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- (2) The options vested in installments between December 4, 2009 and December 12, 2012.

The options were owned directly by DNAC. The reporting person is a vice president of an affiliate of DNAC. The reporting person disclaims beneficial ownership of the options and the shares subject to the options, except to the extent of his pecuniary interest therein.

- (3) 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.

- (4) The options vested in installments between June 13, 2011 and December 12, 2012.

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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