

Jurvetson Stephen T
Form 4
May 15, 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

OMB
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(Print or Type Responses)

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

(Last) (First) (Middle)

2882 SAND HILL ROAD, SUITE
150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

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

05/13/2013

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	05/13/2013	05/13/2013	J ⁽¹⁾⁽²⁾		200,000	D	\$ 0 16,776
Common Stock	05/13/2013	05/13/2013	J ⁽¹⁾⁽²⁾		4,444	D	\$ 0 373
	05/13/2013	05/13/2013	J ⁽¹⁾⁽²⁾		2,000	A	\$ 0 2,000

Draper
Fisher
Jurvetson
Fund VIII,
L.P. ⁽³⁾

Draper
Fisher
Jurvetson
Partners
VIII, LLC
⁽⁴⁾

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Common
Stock

Draper
Fisher
Jurvetson
Partners
VIII, L.P.
(5)

Common
Stock

05/13/2013

05/13/2013

J⁽¹⁾⁽²⁾

1,155

A

\$ 0

43,114

I

Jurvetson
Living
Trust (6)

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

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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 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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Jurvetson Stephen T
2882 SAND HILL ROAD, SUITE 150
MENLO PARK, CA 94025 X

Signatures

Stephen T.
Jurvetson 05/15/2013

**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).

On May 13, 2013, Draper Fisher Jurvetson Fund VIII, L.P. ("Fund VIII") made an in-kind distribution, without any additional consideration, of 200,000 shares of common stock of Tesla Motors Inc. This total included 2,000 shares distributed to the general partner of Fund VIII, Draper Fisher Jurvetson Fund VIII Partners, L.P. ("Fund GP"). Mr. Jurvetson is a Managing Director of the Fund GP.

On May 13, 2013, Draper Fisher Jurvetson Partners VIII, LLC ("Partner Fund"), made an in-kind distribution of 4,444 shares of common stock of Tesla Motors Inc., without any additional consideration, to its members, including Mr. Jurvetson. Mr. Jurvetson received 1,155 shares from this distribution.

(3) These shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.

(4) These shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC.

(5) These shares are owned directly by Draper Fisher Jurvetson Partners VIII, L.P.

(6) These shares are held directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002 and were acquired in connection with the distribution by Partner Fund.

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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