

Ahuja Deepak
Form 4
January 03, 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 *
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)
01/02/2013

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 ____ Other (specify
below) below)

Chief Financial Officer

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 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)
Common Stock	01/02/2013		M ⁽¹⁾	4,675 A	\$ 14.17 6,155	D	
Common Stock	01/02/2013		S ⁽¹⁾	4,675 D	\$ 35.021 1,480 (2)	D	
Common Stock	01/02/2013		M ⁽¹⁾	2,745 A	\$ 6.63 4,225	D	
Common Stock	01/02/2013		S ⁽¹⁾	2,745 D	\$ 35.021 1,480 (2)	D	
	01/02/2013		M ⁽¹⁾	2,580 A	\$ 2.7 4,060	D	

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Common
Stock

Common Stock	01/02/2013	S ⁽¹⁾	2,580	D	\$ 35.021 <u>(2)</u>	1,480	D
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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 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Share
Non-Qualified Stock Option (right to buy)	\$ 2.7	01/02/2013		M	2,580	07/31/2009 ⁽³⁾ 09/02/2015	Common Stock 2
Non-Qualified Stock Option (right to buy)	\$ 6.63	01/02/2013		M	2,745	09/16/2009 ⁽³⁾ 12/03/2016	Common Stock 2
Non-Qualified Stock Option (right to buy)	\$ 14.17	01/02/2013		M	4,675	⁽⁴⁾ 06/11/2017	Common Stock 4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ahuja Deepak 3500 DEER CREEK ROAD PALO ALTO, CA 94304	Chief Financial Officer

Signatures

/s/ Deepak
Ahuja

01/03/2013

__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) The stock option exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 8, 2012.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.71 to \$35.21, 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.
- (2) 1/4th of the shares subject to the option first become vested and exercisable on the date listed and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
- (3) Shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement.
- (4)

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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