

TESLA MOTORS INC

Form 4

September 04, 2014

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)
09/02/2014

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)
Common Stock	09/02/2014		M	810	A \$ 2.7	3,962 ⁽¹⁾	D
Common Stock	09/02/2014		S	810	D \$ 284.105 ⁽²⁾	3,152	D
Common Stock	09/02/2014		M	1,755	A \$ 2.7	4,907	D
Common Stock	09/02/2014		S	1,755	D \$ 283.321 ⁽³⁾	3,152	D
	09/02/2014		M	500	A \$ 2.7	3,652	D

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Common
Stock

Common Stock	09/02/2014	S	500	D	\$ 282.168 (4)	3,152	D
Common Stock	09/02/2014	M	500	A	\$ 2.7	3,652	D
Common Stock	09/02/2014	S	500	D	\$ 281.382 (5)	3,152	D
Common Stock	09/02/2014	M	400	A	\$ 2.7	3,552	D
Common Stock	09/02/2014	S	400	D	\$ 279.428 (6)	3,152	D
Common Stock	09/02/2014	M	200	A	\$ 2.7	3,352	D
Common Stock	09/02/2014	S	200	D	\$ 277.74 (7)	3,152	D
Common Stock	09/02/2014	M	735	A	\$ 2.7	3,887	D
Common Stock	09/02/2014	S	735	D	\$ 276.851 (8)	3,152	D
Common Stock	09/02/2014	M	100	A	\$ 2.7	3,252	D
Common Stock	09/02/2014	S	100	D	\$ 274.7 (9)	3,152	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 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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			810	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	810
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			1,755	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	1,755
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			500	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	500
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			500	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	500
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			400	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	400
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			200	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	200
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			735	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	735
Incentive Stock Option (right to buy)	\$ 2.7	09/02/2014	M ⁽¹⁰⁾			100	05/13/2009 ⁽¹¹⁾	04/12/2016	Common Stock	100

Reporting Owners

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

Signatures

/s/ Deepak
Ahuja

09/04/2014

**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) Amount of securities beneficially owned includes 1 share acquired under the Tesla Motors, Inc. Employee Stock Purchase Plan on August 29, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$283.91 to \$284.9099, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$282.90 to \$283.8999, 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 \$281.87 to \$282.8699, 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 \$280.85 to \$281.8499, 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 \$278.82 to \$279.8199, 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 \$277.56 to \$278.5599, 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 \$276.42 to \$277.4199, 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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$274.70 to \$275.6999, 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.

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- (10) The stock option exercise and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 3, 2014.
- (11) 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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