

Jurvetson Stephen T  
 Form 4  
 May 15, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2882 SAND HILL ROAD, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)  
 05/13/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

**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 Ownership (Instr. 4) |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |   |   |
| Common Stock                    | 05/13/2013                           | 05/13/2013   | J <sup>(1)(2)</sup>            |   | 200,000   | D  | \$ 0 16,776                       | I | Draper Fisher Jurvetson Fund VIII, L.P. <sup>(3)</sup>    |
| Common Stock                    | 05/13/2013                           | 05/13/2013   | J <sup>(1)(2)</sup>            |   | 4,444   | D  | \$ 0 373                          | I | Draper Fisher Jurvetson Partners VIII, LLC <sup>(4)</sup> |
|                                 | 05/13/2013                           | 05/13/2013   | J <sup>(1)(2)</sup>            |   | 2,000   | A  | \$ 0 2,000                        | I |   |

Edgar Filing: Jurvetson Stephen T - Form 4

|              |            |            |                     |       |   |      |        |   |  |   |
|--------------|------------|------------|---------------------|-------|---|------|--------|---|--|---|
| Common Stock |            |            |                     |       |   |      |        |   |  | Draper Fisher Jurvetson Partners VIII, L.P.<br><u>(5)</u> |
| Common Stock | 05/13/2013 | 05/13/2013 | J <sup>(1)(2)</sup> | 1,155 | A | \$ 0 | 43,114 | I |  | Jurvetson Living Trust <u>(6)</u>                         |

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, 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Jurvetson Stephen T<br>2882 SAND HILL ROAD, SUITE 150<br>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).

(1) 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.

(2) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.