

TESLA MOTORS INC  
Form 4  
September 04, 2014

# FORM 4

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

OMB APPROVAL

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## 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 \*  
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  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 09/02/2014                           |  | M                              |   | 810 A \$ 2.7  | 3,962 <sup>(1)</sup>                                     | D                                 |
| Common Stock                    | 09/02/2014                           |  | S                              |   | 810 D \$ 284.105 <sup>(2)</sup>   | 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 <sup>(3)</sup>   | 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 | \$<br>282.168<br><u>(4)</u> | 3,152 D |
| Common Stock | 09/02/2014 |  | M | 500 | A | \$ 2.7                      | 3,652 D |
| Common Stock | 09/02/2014 |  | S | 500 | D | \$<br>281.382<br><u>(5)</u> | 3,152 D |
| Common Stock | 09/02/2014 |  | M | 400 | A | \$ 2.7                      | 3,552 D |
| Common Stock | 09/02/2014 |  | S | 400 | D | \$<br>279.428<br><u>(6)</u> | 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<br><u>(7)</u>     | 3,152 D |
| Common Stock | 09/02/2014 |  | M | 735 | A | \$ 2.7                      | 3,887 D |
| Common Stock | 09/02/2014 |  | S | 735 | D | \$<br>276.851<br><u>(8)</u> | 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<br><u>(9)</u>      | 3,152 D |

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (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 <sup>(10)</sup> | 810             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 810   |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 1,755           | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 1,755 |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 500             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 500   |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 500             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 500   |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 400             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 400   |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 200             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 200   |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 735             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 735   |
| Incentive Stock Option (right to buy) | \$ 2.7 |   | 09/02/2014 |     | M <sup>(10)</sup> | 100             | 05/13/2009 <sup>(11)</sup> | 04/12/2016                 | Common Stock | 100   |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Ahuja Deepak<br>3500 DEER CREEK ROAD<br>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.
- (9) 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. 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.