Passin Gilbert Form 4 February 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Passin Gilbert

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

5. Relationship of Reporting Person(s) to

(Last)

(C:tr.)

(First)

(Street)

(State)

(Middle)

(Zin)

TESLA MOTORS INC [TSLA] 3. Date of Earliest Transaction

(Month/Day/Year)

02/21/2012

(Check all applicable)

Director 10% Owner Other (specify X_ Officer (give title

VP- Manufacturing

3500 DEER CREEK ROAD

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PALO ALTO, CA 94304

	(City)	(State) (Table Table	e I - Non-D	erivative (Securi	ities Acqu	iired, Disposed of	f, or Beneficiall	y Owned
	1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. 4. Securities Acquired Transaction(A) or Disposed of (D)			5. Amount of Securities	6. Ownership	7. Nature of Indirect	
	(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5) (A) or		Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
(Common	02/21/2012		Code V	Amount	(D)	Price	,	D	
	Stock	02/21/2012		M <u>(1)</u>	600	A	\$ 9.96	800	D	
	Common Stock	02/21/2012		S(1)	600	D	\$ 34.87	200	D	

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

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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)	4. 5. Number Transactionof Code Derivative (Instr. 8) 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. Pr Deri Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Incentive Stock Option (right to buy)	\$ 9.96	02/21/2012	M <u>(1)</u>	600	(2)	03/02/2017	Common Stock	600	

Reporting Owners

Danarting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Passin Gilbert

3500 DEER CREEK ROAD VP- Manufacturing

PALO ALTO, CA 94304

Signatures

/s/ Gilbert Passin 02/22/2012

**Signature of Date Reporting Person

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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 15, 2011.
- (2) 1/4th of the shares subject to the option became vested and exercisable on January 25, 2011 and 1/48th of the shares subject to the option shall vest and become 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.

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