

TESLA MOTORS INC  
Form 4  
May 19, 2014

# 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

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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 \*  
Gracias Antonio J.

(Last) (First) (Middle)

C/O VALOR EQUITY PARTNERS,  
L.P., 200 S. MICHIGAN AVE  
SUITE 1020

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

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

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

05/15/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/15/2014		S(1)	2,500 D	\$ 186.37 (2)	239,521 (3)	I by AJG Growth Fund
Common Stock	05/15/2014		S(1)	1,400 D	\$ 187.28 (4)	238,121	I by AJG Growth Fund
Common Stock	05/15/2014		S(1)	1,600 D	\$ 188.45 (5)	236,521	I by AJG Growth Fund
Common	05/15/2014		S(1)	700 D	\$	235,821	I by AJG

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Stock					189.25 <u>(6)</u>				Growth Fund
Common Stock	05/15/2014	<u>S(1)</u>	500	D	\$ 190.86 <u>(7)</u>	235,321	I		by AJG Growth Fund
Common Stock	05/16/2014	<u>S(1)</u>	400	D	\$ 188.31 <u>(8)</u>	284,867	I		by AJG Growth Fund
Common Stock	05/16/2014	<u>S(1)</u>	2,407	D	\$ 189.49 <u>(9)</u>	282,460	I		by AJG Growth Fund
Common Stock	05/16/2014	<u>S(1)</u>	2,700	D	\$ 190.33 <u>(10)</u>	279,760	I		by AJG Growth Fund
Common Stock	05/16/2014	<u>S(1)</u>	1,193	D	\$ 191.56 <u>(11)</u>	278,567	I		by AJG Growth Fund
Common Stock	05/15/2014	<u>S(1)</u>	1,300	D	\$ 186.4 <u>(12)</u>	39,747	I		by Trust <u>(13)</u>
Common Stock	05/15/2014	<u>S(1)</u>	600	D	\$ 187.17 <u>(14)</u>	39,147	I		by Trust
Common Stock	05/15/2014	<u>S(1)</u>	607	D	\$ 188.32 <u>(15)</u>	38,540	I		by Trust
Common Stock	05/15/2014	<u>S(1)</u>	593	D	\$ 189.27 <u>(16)</u>	37,947	I		by Trust
Common Stock	05/15/2014	<u>S(1)</u>	200	D	\$ 190.65 <u>(17)</u>	37,747	I		by Trust
Common Stock	05/16/2014	<u>S(1)</u>	700	D	\$ 189.12 <u>(18)</u>	37,047	I		by Trust
Common Stock	05/16/2014	<u>S(1)</u>	1,600	D	\$ 190.02 <u>(19)</u>	35,447	I		by Trust
Common Stock	05/16/2014	<u>S(1)</u>	900	D	\$ 191.18 <u>(20)</u>	34,547	I		by Trust
Common Stock	05/16/2014	<u>S(1)</u>	100	D	\$ 191.78	34,447	I		by Trust
						46,633	I		



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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$185.88 to \$186.87, 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) Amount of securities beneficially owned reflects an additional 49,946 shares transferred on December 10, 2012 from the Antonio J. Gracias Revocable Trust 03/21/2000 ("Trust") to the AJG Growth Fund, LLC.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$186.89 to \$187.92, 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 \$188.00 to \$188.96, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$189.02 to \$190.00, 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 \$190.50 to \$191.23, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.00 to \$188.53, 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 \$189.00 to \$189.97, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$190.00 to \$190.86, 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 \$191.37 to \$191.80, 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.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$186.00 to \$186.93, 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.

- (10) These securities were reported as directly held in previous filings. This Form 4 corrects this to reflect the shares as being held in trust by the Antonio J. Gracias Revocable Trust 03/21/2000.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$187.00 to \$187.83, 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.

- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.00 to \$188.76, 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.

(12)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$189.03 to \$190.00, 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. Sale Price Wtd Ave (5/15/14) D

(17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$190.55 to \$190.75, 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.

(18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$188.50 to \$189.44, 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.

(19) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$189.52 to \$190.50, 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.

(20) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$190.605 to \$191.60, 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.

(21) The reporting person indirectly beneficially owns a total of 46,633 shares owned through Valor Equity Management II, LP ("VEP II").

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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