

TESLA MOTORS INC
Form 4
November 15, 2013

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2013

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	11/13/2013		M ⁽¹⁾			33,333	A	\$ 6.63	33,333	D	
Common Stock	11/13/2013		M ⁽¹⁾			16,666	A	\$ 30.08	49,999	D	
Common Stock	11/13/2013		M ⁽¹⁾			6,944	A	\$ 29.66	56,943	D	
Common Stock	11/13/2013		M ⁽¹⁾			5,333	A	\$ 29.66	62,276	D	
Common Stock	11/13/2013		M ⁽¹⁾			16,666	A	\$ 28.43	78,942	D	

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Common Stock	11/13/2013	<u>S</u> ⁽¹⁾	77,942	D	\$ 140.311 <u>(2)</u>	1,000	D	
Common Stock	11/13/2013	<u>S</u> ⁽¹⁾	1,000	D	\$ 141.106 <u>(3)</u>	0	D	
Common Stock						16,776	I	by DFJ Fund VIII LP <u>(4)</u>
Common Stock						373	I	by DFJ Part VIII LLC <u>(5)</u>
Common Stock						43,497	I	by Trust <u>(6)</u>

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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 6.63	11/13/2013		<u>M</u> ⁽¹⁾	33,333	06/25/2010 ⁽⁷⁾ 12/03/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 28.43	11/13/2013		<u>M</u> ⁽¹⁾	16,666 <u>(8)</u>	<u>(9)</u> 06/13/2021	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.66	11/13/2013		<u>M</u> ⁽¹⁾	6,944	<u>(10)</u> 06/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.66	11/13/2013		<u>M</u> ⁽¹⁾	5,333	<u>(11)</u> 06/12/2019	Common Stock

Non-Qualified Stock Option (right to buy)	\$ 30.08	11/13/2013	M ⁽¹⁾	16,666	⁽⁹⁾	06/08/2019	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurvetson Stephen T C/O DRAPER FISHER JURVETSON 2882 SAND HILL ROAD SUITE 150 MENLO PARK, CA 94025	X			

Signatures

Stephen T
Jurvetson

11/15/2013

 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) The reporting person held the option as a nominee of Draper Fisher Jurvetson Fund VIII Partners, L.P and, at the direction of Draper Fisher Jurvetson Fund VIII Partners, L.P, exercised the option and sold the shares of common stock received upon such exercise, with the proceeds from such sale going to Draper Fisher Jurvetson Fund VIII Partners, L.P. in accordance with its partnership agreement.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$140.03 to \$140.97, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$141.05 to \$141.18, 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) These shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.
- (5) These shares are owned directly by Draper Fisher Jurvetson Fund VIII Partners, L.P.
- (6) These shares are held directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002.
- (7) 1/4th of the shares subject to the option first become vested and exercisable on the date listed and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
- (8) On November 8, 2013, the option, which has been previously reported on a Form 4 filed with the Securities and Exchange Commission on June 15, 2011, was transferred to the reporting person from Draper Fisher Jurvetson Fund VIII Management Company, LLC with no change to the reporting person's pecuniary interest in such options.
- (9) 100% of the shares subject to the option shall vest and become exercisable on the earlier of the first anniversary date of the grant or the day prior to the date of the next annual meeting of the stockholders of the Company following date of grant.
- (10) 1/24th of the shares granted shall become vested and exercisable as of each monthly anniversary beginning on June 8, 2013, such that all shares subject to the Option shall be fully vested and exercisable by June 8, 2015.
- (11) 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary of the date of grant, such that all shares subject to the option shall be fully vested and exercisable by the third anniversary of the grant date.

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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