

TESLA MOTORS INC
Form 4
March 08, 2016

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 *
FIELD JOHN DOUGLAS

(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)
03/05/2016

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)

VP Vehicle Programs

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/05/2016		M ⁽⁴⁾		1,689	A	\$ 0
Common Stock	03/05/2016		M ⁽⁴⁾		189	A	\$ 0
Common Stock	03/05/2016		M ⁽⁴⁾		7,185	A	\$ 0
Common Stock	03/07/2016		F ⁽⁵⁾		897	D	\$ 197.647
Common Stock	03/07/2016		F ⁽⁵⁾		101	D	\$ 197.647

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Common Stock 03/07/2016 F⁽⁵⁾ 3,092 D \$ 197.647 12,429 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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	03/05/2016		M ⁽⁴⁾	189	(1) (1)	Common Stock	189
Restricted Stock Unit	\$ 0	03/05/2016		M ⁽⁴⁾	7,185	(2) (2)	Common Stock	7,185
Restricted Stock Unit	\$ 0	03/05/2016		M ⁽⁴⁾	1,689	(3) (3)	Common Stock	1,689

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELD JOHN DOUGLAS 3500 DEER CREEK ROAD PALO ALTO, CA 94304			VP Vehicle Programs	

Signatures

John Douglas
Field 03/08/2016

**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 remaining restricted stock units vest in fifteen equal quarterly installments beginning June 5, 2016.
 - (2) The remaining restricted stock units vest in six equal quarterly installments beginning June 5, 2016.
 - (3) The remaining restricted stock units vest in thirteen equal quarterly installments beginning June 5, 2016.
 - (4) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on March 5, 2016.
- PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY
- (5) WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE PREPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.

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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