

Musk Elon
Form 4
December 19, 2012

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

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 *
Musk Elon

2. Issuer Name and Ticker or Trading Symbol
SOLARCITY CORP [SCTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2012

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

C/O SOLARCITY CORPORATION, 3055 CLEARVIEW WAY

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN MATEO, CA 94402

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|---|----------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 12/18/2012 | 12/18/2012 | C | | 10,491,720 | A | 10,609,976 | I | By Trust |
| Common Stock | 12/18/2012 | 12/18/2012 | C | | 2,897,342 | A | 13,507,318 | I | By Trust |
| Common Stock | 12/18/2012 | 12/18/2012 | C | | 478,871 | A | 13,986,189 | I | By Trust |
| Common Stock | 12/18/2012 | 12/18/2012 | C | | 2,279,826 | A | 16,266,015 | I | By Trust |
| Common Stock | 12/18/2012 | 12/18/2012 | C | | 1,033,592 | A | 17,299,607 | I | By Trust |

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| | | | | | | | | | |
|--------------|------------|------------|---|-----------|---|------|------------|---|----------|
| Common Stock | 12/18/2012 | 12/18/2012 | C | 1,550,384 | A | (2) | 18,849,991 | I | By Trust |
| Common Stock | 12/18/2012 | 12/18/2012 | P | 1,875,000 | A | \$ 8 | 20,724,991 | I | By Trust |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series A Preferred Stock | (1) | 12/18/2012 | 12/18/2012 | C | 10,491,720 | (1) (1) | Common Stock 10,491,720 |
| Series B Preferred Stock | (1) | 12/18/2012 | 12/18/2012 | C | 2,897,342 | (1) (1) | Common Stock 2,897,342 |
| Series C Preferred Stock | (1) | 12/18/2012 | 12/18/2012 | C | 478,871 | (1) (1) | Common Stock 478,871 |
| Series D Preferred Stock | (1) | 12/18/2012 | 12/18/2012 | C | 2,279,826 | (1) (1) | Common Stock 2,279,826 |
| Series F Preferred Stock | (1) | 12/18/2012 | 12/18/2012 | C | 1,033,592 | (1) (1) | Common Stock 1,033,592 |
| Series G Preferred Stock | (2) | 12/18/2012 | 12/18/2012 | C | 627,220 | (2) (2) | Common Stock 627,220 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Musk Elon

C/O SOLARCITY CORPORATION

3055 CLEARVIEW WAY

SAN MATEO, CA 94402

X

X

Signatures

/s/ Seth R. Weissman, Atty-in-Fact for Elon

12/18/2012

Musk

__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).

Each share of the issuer's Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock, Series D Preferred Stock and

(1) Series F Preferred Stock automatically converted into one share of common stock upon the closing of the issuer's initial public offering and has no expiration date.

(2) Each share of the issuer's Series G Preferred Stock automatically converted into 2.47 shares of common stock upon the closing of the issuer's initial public offering and has no expiration 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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