Edgar Filing: Kohler Herbert - Form 4

Kohler Herb Form 4	bert										
June 25, 201											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Workington D.C. 20549							OMB AF OMB Number:	3235-0287			
Check th if no lon subject t Section 7 Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	section 17(Washington, D.C. 20549 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								January 31, 2005 average rs per 0.5	
(Print or Type	Responses)										
Kohler Herbert Symbol							5. Relationship of Reporting Person(s) to Issuer				
			TESLA MOTORS INC [TSLA]					(Check all applicable)			
							X Director Officer (give t pelow)	ve title 10% Owner Other (specify below)			
			endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
STUTTGART, 2M 70327							Ī	Form filed by Me Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securities onor Disposed of (Instr. 3, 4 and Amount	of (D) d 5) (A) or	red (A) Price	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)	
Common Stock	06/25/2012			J <u>(1)</u>	3,245,286	D	<u>(1)</u>	4,867,929	I	See footnote. (2)	

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amou	unt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Unde	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative		•		Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired			Ì	<i>.</i>		Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					i, una 5)						
									Amount		
						Date	Expiration		or		
							Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Addre	ess	Relationships							
	Director	10% Owner	Officer	Other					
Kohler Herbert MERCEDESSTRASSE 137 STUTTGART, 2M 70327	X								
Signatures									
/s/ Herbert Kohler	06/25/2012								
<u>**</u> Signature of	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).

Until June 25, 2012, Blackstar InvestCo LLC ("Blackstar") had been 60% owned by Daimler North America Corporation and 40% owned by Aabar Blackstar Holdings GmbH ("Aabar"). On June 25, 2012, in connection with the redemption by Blackstar of all of Aabar's membership interest in Blackstar, Blackstar transferred 3,245,286 shares (Aabar's pre-redemption proportional indirect interest in the shares held by Blackstar) to Aabar. No additional consideration was provided.

The shares are directly owned by Blackstar. The reporting person is a vice president of Blackstar and disclaims beneficial ownership of (2) these shares, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person

is the beneficial owner of such securities for Section 16 or any other purpose.

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.

Reporting Person