

TESLA MOTORS INC  
Form 4  
June 07, 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)

C/O TESLA MOTORS, INC., 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)

06/05/2016

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, Engineering

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	Price	
Common Stock	06/05/2016		M <sup>(1)</sup>		189	A \$ 0	10,618 D
Common Stock	06/05/2016		M <sup>(1)</sup>		3,592	A \$ 0	14,210 D
Common Stock	06/05/2016		M <sup>(1)</sup>		563	A \$ 0	14,773 D
Common Stock	06/06/2016		F <sup>(2)</sup>		1,885	D \$ 217.81	12,888 D
Common Stock	06/06/2016		F <sup>(2)</sup>		296	D \$ 217.81	12,592 D

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Common Stock      06/06/2016      F(2)      100      D      \$ 217.81      12,492      D

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

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**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	06/05/2016		M	189	(3)      (3)	Common Stock	189
Restricted Stock Unit	\$ 0	06/05/2016		M	3,592	(4)      (4)	Common Stock	3,592
Restricted Stock Unit	\$ 0	06/05/2016		M	563	(5)      (5)	Common Stock	563

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELD JOHN DOUGLAS C/O TESLA MOTORS, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304			VP, Engineering	

## Signatures

John Douglas  
Field      06/07/2016

\*\*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) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on June 5, 2016.

PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY

(2) WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.

(3) 2,834 of the restricted units included in this grant commenced vesting in fifteen equal quarterly installments beginning June 5, 2016.

(4) 21,555 of the restricted units included in this grant commenced vesting in six equal quarterly installments beginning June 5, 2016.

(5) 7,318 of the restricted units included in this grant commenced vesting in thirteen equal quarterly installments beginning June 5, 2016.

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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