

TESLA MOTORS INC  
Form 4  
March 08, 2016

# 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 \*  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/05/2016                           |  | M <sup>(4)</sup>               |   | 1,689   | A  | \$ 0                                       |
| Common Stock                    | 03/05/2016                           |  | M <sup>(4)</sup>               |   | 189   | A  | \$ 0                                       |
| Common Stock                    | 03/05/2016                           |  | M <sup>(4)</sup>               |   | 7,185   | A  | \$ 0                                       |
| Common Stock                    | 03/07/2016                           |  | F <sup>(5)</sup>               |   | 897   | D  | \$ 197.647                                 |
| Common Stock                    | 03/07/2016                           |  | F <sup>(5)</sup>               |   | 101   | D  | \$ 197.647                                 |

Edgar Filing: TESLA MOTORS INC - Form 4

Common Stock      03/07/2016      F<sup>(5)</sup>      3,092      D      \$ 197.647      12,429      D

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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Unit                      | \$ 0   | 03/05/2016                           |  | M <sup>(4)</sup>               | 189   | <u>(1)</u> <u>(1)</u>                                    | Common Stock  | 189   |
| Restricted Stock Unit                      | \$ 0   | 03/05/2016                           |  | M <sup>(4)</sup>               | 7,185   | <u>(2)</u> <u>(2)</u>                                    | Common Stock  | 7,185   |
| Restricted Stock Unit                      | \$ 0   | 03/05/2016                           |  | M <sup>(4)</sup>               | 1,689   | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 1,689   |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| FIELD JOHN DOUGLAS<br>3500 DEER CREEK ROAD<br>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.

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.