

TESLA MOTORS INC

Form 4

September 04, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Ehrenpreis Ira Matthew

(Last) (First) (Middle)

100 SHORELINE HWY., SUITE  
282, BLDG. B

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

TESLA MOTORS INC [TSLA]

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

09/02/2014

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/02/2014		M <sup>(1)</sup>	20,035 A	\$ 29.66 39,812	I	By TP Management VIII, LLC <sup>(2)</sup>
Common Stock	09/02/2014		S	30,424 D	\$ 283.55 9,388 <sup>(3)</sup>	I	By TP Management VIII, LLC <sup>(2)</sup>
Common Stock					5,884	D	

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <sup>(4)</sup>	12,035	<sup>(5)</sup>	06/12/2019	Common Stock	12,035
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <sup>(4)</sup>	2,000	<sup>(6)</sup>	06/12/2019	Common Stock	2,000
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <sup>(4)</sup>	1,000	<sup>(6)</sup>	06/12/2019	Common Stock	1,000
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <sup>(4)</sup>	3,000	<sup>(6)</sup>	06/12/2019	Common Stock	3,000
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <sup>(4)</sup>	2,000	<sup>(6)</sup>	06/12/2019	Common Stock	2,000

## Signatures

### Explanation of Responses:

- 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.