#### **TESLA MOTORS INC**

Form 4

September 04, 2014

# FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ehrenpreis Ira Matthew			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			TESLA MOTORS INC [TSLA]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
100 SHORELINE HWY., SUITE 282, BLDG. B			09/02/2014	Officer (give title below) Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
MILL VALLEY, CA 94941				Form filed by More than One Reportin		

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(City)	(State)	(Zip) Tal	ble I - Non	-Derivativ	e Secu	ırities Acqu	iired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactiomr Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			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	09/02/2014		Code V  M(1)	Amount 20,035	(D)	Price \$ 29.66	,	I	By TP Management VIII, LLC (2)
Common Stock	09/02/2014		S	30,424	D	\$ 283.55 (3)	9,388	I	By TP Management VIII, LLC (2)
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 SEC 1474 information contained in this form are not (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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		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 <u>(4)</u>	12,035	<u>(5)</u>	06/12/2019	Common Stock	12,035
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <u>(4)</u>	2,000	<u>(6)</u>	06/12/2019	Common Stock	2,000
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <u>(4)</u>	1,000	(6)	06/12/2019	Common Stock	1,000
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M(4)	3,000	<u>(6)</u>	06/12/2019	Common Stock	3,000
Non Qualified Stock Option (Right to Buy)	\$ 29.66	09/02/2014		M <u>(4)</u>	2,000	<u>(6)</u>	06/12/2019	Common Stock	2,000

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ehrenpreis Ira Matthew 100 SHORELINE HWY. SUITE 282, BLDG. B MILL VALLEY, CA 94941

X

# **Signatures**

/s/ Ira Matthew 09/04/2014 Ehrenpreis

\*\*Signature of Reporting Date
Person

## **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).
- The Reporting Person held the option as nominee of TP Management VIII, LLC and, at the direction of TP Management VIII, LLC, exercised the option and delivered the shares of Common Stock received upon such exercise to TP Management VIII, LLC.
- The Reporting Person is a managing member of the general partner of such entity, and disclaims beneficial ownership of these shares,
- (2) 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.
- Represents weighted average sales price. The shares were sold at prices ranging from \$283.12 to \$284.00. The Reporting Person will provide upon request, to the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
- The Reporting Person holds the option as nominee of TP Management VIII, LLC and, at the direction of TP Management VIII, LLC, exercised the option and delivered the shares of Common Stock received upon such exercise to TP Management VIII, LLC.
- (5) 1/24th of the shares granted shall become vested and exercisable as of each monthly anniversary beginning on June 8, 2013, such that all shares subject to the Option shall be fully vested and exercisable by June 8, 2015.
- 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary of the date of grant, such that all shares(6) subject to the option shall be fully vested and exercisable by the third anniversary of the grant date. This option was automatically granted pursuant to the Company's Outside Director Compensation Policy.

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.

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