

TESLA MOTORS INC
Form 4
November 23, 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 *
Straubel Jeffrey B

(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)
11/21/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Chief Technical Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 11/21/2016 | | A ⁽¹⁾ | V Amount 83,407 ⁽²⁾ | A \$ 0 326,225 | D | |

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

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SEC 1474 (9-02)

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 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 248.82 | 11/21/2016 | | A ⁽¹⁾ | 110 ⁽³⁾ | 11/21/2016 12/21/2016 | Common Stock | 11 |
| Non-Qualified Stock Option (right to buy) | \$ 568.28 | 11/21/2016 | | A ⁽¹⁾ | 3,300 ⁽⁴⁾ | 11/21/2016 12/21/2016 | Common Stock | 3,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| Straubel Jeffrey B C/O TESLA MOTORS, INC 3500 DEER CREEK ROAD PALO ALTO, CA 94304 | Chief Technical Officer |

Signatures

By: Jonathan Chang by Power of Attorney For: Jeffrey B. Straubel 11/23/2016

**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 transactions reported on this Form 4 are exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-3 promulgated under the Exchange Act.

Received in exchange for 758,246 shares of SolarCity Corporation's common stock in connection with the Merger. In accordance with the terms of the Merger, each share of SolarCity common stock was converted into the right to receive 0.110 shares of Tesla common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of SolarCity's common stock was \$20.34 per share, and the last traded price of Tesla's common stock was \$185.02 per share.
 - (2) Received in the Merger in exchange for an employee stock option to acquire 1,000 shares of SolarCity common stock for \$27.37 per share. In accordance with the terms of the Merger, each SolarCity stock option that was outstanding immediately prior to the effective time of the merger was converted automatically into a stock option to purchase Tesla common stock.
 - (3) Received in the Merger in exchange for an employee stock option to acquire 30,000 shares of SolarCity common stock for \$62.51 per share. In accordance with the terms of the Merger, each SolarCity stock option that was outstanding immediately prior to the effective time of the merger was converted automatically into a stock option to purchase Tesla common stock.
 - (4) Received in the Merger in exchange for an employee stock option to acquire 30,000 shares of SolarCity common stock for \$62.51 per share. In accordance with the terms of the Merger, each SolarCity stock option that was outstanding immediately prior to the effective time of the merger was converted automatically into a stock option to purchase Tesla common stock.

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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.