

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 *
Musk Elon

(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
 Officer (give title below) Other (specify below)
CEO

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)
Common Stock	11/21/2016		A ⁽¹⁾	V	2,403,024 <u>(2)</u>	A	\$ 0 33,503,668 I
							by Trust <u>(3)</u>

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
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
Zero Coupon Convertible Senior Notes due 2020	\$ 300	11/21/2016		A ⁽¹⁾		10,000,000	(5)	11/21/2016	12/01/2020	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musk Elon C/O TESLA MOTORS, INC 3500 DEER CREEK ROAD PALO ALTO, CA 94304	X	X	CEO	

Signatures

By: Jonathan Chang by Power of Attorney For: Elon R. Musk 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 21,845,674 shares of SolarCity Corporation's common stock in connection with the acquisition of SolarCity by Tesla Motors, Inc. (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.

(3) The reported shares are held indirectly by The Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is a trustee.

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.

(5) In accordance with the terms of the Merger, \$10,000,000 in Zero Coupon Convertible Senior Notes due 2020 were adjusted to become convertible into shares of Tesla common stock instead of SolarCity common stock. The number denoted represents \$10,000,000 USD.

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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