

Jurvetson Stephen T
 Form 4
 May 15, 2013

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 *
 Jurvetson Stephen T

2. Issuer Name and Ticker or Trading Symbol
 TESLA MOTORS INC [TSLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2882 SAND HILL ROAD, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)
 05/13/2013

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MENLO PARK, CA 94025

(City) (State) (Zip)

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	05/13/2013	05/13/2013	J ⁽¹⁾⁽²⁾		200,000	D	\$ 0 16,776	I	Draper Fisher Jurvetson Fund VIII, L.P. ⁽³⁾
Common Stock	05/13/2013	05/13/2013	J ⁽¹⁾⁽²⁾		4,444	D	\$ 0 373	I	Draper Fisher Jurvetson Partners VIII, LLC ⁽⁴⁾
	05/13/2013	05/13/2013	J ⁽¹⁾⁽²⁾		2,000	A	\$ 0 2,000	I	

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Common Stock										Draper Fisher Jurvetson Partners VIII, L.P. <u>(5)</u>
Common Stock	05/13/2013	05/13/2013	<u>J(1)(2)</u>	1,155	A	\$ 0	43,114	I		Jurvetson Living Trust <u>(6)</u>

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

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(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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jurvetson Stephen T 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025		X		

Signatures

Stephen T.
Jurvetson

05/15/2013

**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) On May 13, 2013, Draper Fisher Jurvetson Fund VIII, L.P. ("Fund VIII") made an in-kind distribution, without any additional consideration, of 200,000 shares of common stock of Tesla Motors Inc. This total included 2,000 shares distributed to the general partner of Fund VIII, Draper Fisher Jurvetson Fund VIII Partners, L.P. ("Fund GP"). Mr. Jurvetson is a Managing Director of the Fund GP.

(2) On May 13, 2013, Draper Fisher Jurvetson Partners VIII, LLC ("Partner Fund"), made an in-kind distribution of 4,444 shares of common stock of Tesla Motors Inc., without any additional consideration, to its members, including Mr. Jurvetson. Mr. Jurvetson received 1,155 shares from this distribution.

(3) These shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.

(4) These shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC.

(5) These shares are owned directly by Draper Fisher Jurvetson Partners VIII, L.P.

(6) These shares are held directly by the Steve and Karla Jurvetson Living Trust dated August 27, 2002 and were acquired in connection with the distribution by Partner Fund.

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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