

TESLA MOTORS INC

Form 4

March 08, 2016

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FIELD JOHN DOUGLAS

(Last) (First) (Middle)

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)
03/05/2016

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)

VP Vehicle Programs

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/05/2016		<u>M</u> ⁽⁴⁾		1,689	A	\$ 0	9,145	D
Common Stock	03/05/2016		<u>M</u> ⁽⁴⁾		189	A	\$ 0	9,334	D
Common Stock	03/05/2016		<u>M</u> ⁽⁴⁾		7,185	A	\$ 0	16,519	D
Common Stock	03/07/2016		<u>F</u> ⁽⁵⁾		897	D	\$ 197.647	15,622	D
Common Stock	03/07/2016		<u>F</u> ⁽⁵⁾		101	D	\$ 197.647	15,521	D

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Common Stock 03/07/2016 F(5) 3,092 D \$ 197.647 12,429 D

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 or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	03/05/2016		M(4)	189	(1) (1)	Common Stock	189
Restricted Stock Unit	\$ 0	03/05/2016		M(4)	7,185	(2) (2)	Common Stock	7,185
Restricted Stock Unit	\$ 0	03/05/2016		M(4)	1,689	(3) (3)	Common Stock	1,689

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FIELD JOHN DOUGLAS 3500 DEER CREEK ROAD PALO ALTO, CA 94304	VP Vehicle Programs

Signatures

John Douglas
Field 03/08/2016

**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 remaining restricted stock units vest in fifteen equal quarterly installments beginning June 5, 2016.
- (2) The remaining restricted stock units vest in six equal quarterly installments beginning June 5, 2016.
- (3) The remaining restricted stock units vest in thirteen equal quarterly installments beginning June 5, 2016.
- (4) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on March 5, 2016.
PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY
- (5) WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE PREPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS
RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.

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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