

TESLA MOTORS INC

Form 4

December 07, 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)

**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)
12/05/2016

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, Engineering

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	12/05/2016		<u>M</u> ⁽¹⁾		3,593	A	\$ 0	17,162	D
Common Stock	12/05/2016		<u>M</u> ⁽¹⁾		563	A	\$ 0	17,725	D
Common Stock	12/05/2016		<u>M</u> ⁽¹⁾		189	A	\$ 0	17,914	D
Common Stock	12/05/2016		<u>M</u> ⁽¹⁾		1,060	A	\$ 0	18,974	D
Common Stock	12/06/2016		<u>F</u> ⁽²⁾		1,888	D	\$ 185.519	17,086	D

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Common Stock	12/06/2016	F ⁽²⁾	296	D	\$ 185.52	16,790	D
Common Stock	12/06/2016	F ⁽²⁾	100	D	\$ 185.52	16,690	D
Common Stock	12/06/2016	F ⁽²⁾	557	D	\$ 185.519	16,133	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	12/05/2016		M	3,593	(3) (3)	Common Stock	3,593
Restricted Stock Unit	\$ 0	12/05/2016		M	563	(4) (4)	Common Stock	563
Restricted Stock Unit	\$ 0	12/05/2016		M	189	(5) (5)	Common Stock	189
Restricted Stock Unit	\$ 0	12/05/2016		M	1,060	(6) (6)	Common Stock	1,060

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FIELD JOHN DOUGLAS C/O TESLA MOTORS, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304	VP, Engineering

Signatures

John Douglas

Field

12/07/2016

 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) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on December 5, 2016.

PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY

(2) WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.

(3) 21,555 of the restricted units included in this grant commenced vesting in six equal quarterly installments beginning June 5, 2016.

(4) 7,318 of the restricted units included in this grant commenced vesting in thirteen equal quarterly installments beginning June 5, 2016.

(5) 2,834 of the restricted units included in this grant commenced vesting in fifteen equal quarterly installments beginning June 5, 2016.

(6) 1,060 of the restricted units included in this grant vested on December 5, 2016 and the remaining 7,420 will commence vesting in fourteen equal quarterly installments beginning March 5, 2017.

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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