

Passin Gilbert  
Form 4  
May 29, 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 \*  
Passin Gilbert

(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)  
05/28/2013

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)

VP Manufacturing

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 Ownership (Instr. 4) |       |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |       |   |
| Common Stock                    | 05/28/2013                           |  | M                              |   | 500   | A  | \$ 9.96                           | 1,053 | D |
| Common Stock                    | 05/28/2013                           |  | S                              |   | 500   | D  | \$ 101.99                         | 553   | D |
| Common Stock                    | 05/28/2013                           |  | M                              |   | 500   | A  | \$ 9.96                           | 1,053 | D |
| Common Stock                    | 05/28/2013                           |  | S                              |   | 500   | D  | \$ 102                            | 553   | D |
| Common Stock                    | 05/28/2013                           |  | M                              |   | 500   | A  | \$ 9.96                           | 1,053 | D |

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Common Stock      05/28/2013      S      500      D      \$ 110      553      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. Pr Deri Secu (Inst      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable      Expiration Date                    | Title   | Amount or Number of Shares |
| Incentive Stock Option (right to buy)      | \$ 9.96  | 05/28/2013                           |  | M                              | 500   | <u>(1)</u> 03/02/2017                                    | Common Stock  | 500                        |
| Incentive Stock Option (right to buy)      | \$ 9.96  | 05/28/2013                           |  | M                              | 500   | <u>(1)</u> 03/02/2017                                    | Common Stock  | 500                        |
| Incentive Stock Option (right to buy)      | \$ 9.96  | 05/28/2013                           |  | M                              | 500   | <u>(1)</u> 03/02/2017                                    | Common Stock  | 500                        |

## Reporting Owners

| Reporting Owner Name / Address         | Relationships |           |                  |       |
|--|---------------|-----------|------------------|-------|
|  | Director      | 10% Owner | Officer          | Other |
| Passin Gilbert<br>3500 DEER CREEK ROAD |               |           | VP Manufacturing |       |

PALO ALTO, CA 94304

## Signatures

/s/ Gilbert  
Passin

05/29/2013

\_\_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) 1/4th of the shares subject to the option became vested and exercisable on January 25, 2011 and 1/48th of the shares subject to the option shall vest and become exercisable each month thereafter.

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.