

TESLA MOTORS INC
Form 4
December 19, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

C/O DRAPER FISHER
JURVETSON, 2882 SAND HILL
ROAD SUITE 150

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2016

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)

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	12/14/2016		S			56	D	\$ 202.2	0	I	by DFJ Fd IX Part LP
Common Stock									121,289	I	By DFJ GF 06 LP (1)
Common Stock									35	I	by DFJ X Part LP (2)
Common Stock									28,692	I	by DFJ Fund X,

Common Stock	9,983	I	L.P. ⁽³⁾ by DFJP GF 2006, LLC ⁽⁴⁾
Common Stock	876	I	by DFJP X, LLC ⁽⁵⁾
Common Stock	101,074	I	by Trust <u>⁽⁶⁾</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

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

Signatures

By: Jonathan Chang by Power of Attorney For: Stephen T. Jurvetson 12/19/2016

__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) These shares are owned directly by Draper Fisher Juvetson Growth Funds 2006, L.P.

(2) These shares are owned directly by Draper Fisher Juvetson Fund X Partners, L.P. Mr. Juvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Juvetson may be deemed to have voting and investment power with respect to such shares. Mr. Juvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(3) These shares are owned directly by Draper Fisher Juvetson Fund X, L.P. Mr. Juvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Juvetson may be deemed to have voting and investment power with respect to such shares. Mr. Juvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(4) These shares are owned directly by Draper Fisher Juvetson Partners Growth Fund 2006, LLC.

(5) These shares are owned directly by Draper Fisher Juvetson Partners X, LLC. Mr. Juvetson is one of several managing directors of the general partner entities of these funds that directly hold shares and as such Mr. Juvetson may be deemed to have voting and investment power with respect to such shares. Mr. Juvetson disclaims beneficial ownership with respect to such shares except to the extent of his pecuniary interest therein.

(6) These shares are held directly by the Steve and Karla Juvetson Living Trust dated August 27, 2002.

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.