

Kohler Herbert
Form 4
June 12, 2012

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 *
Kohler Herbert

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)
MERCEDSSTRASSE 137

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/08/2012

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

STUTTGART, 2M 70327

(City) (State) (Zip)

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

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)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)

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	Derivative Security		Code	V	(D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
					(A)	(D)			
Non-Qualified Stock Option (right to buy)	\$ 30.08	06/08/2012	A		16,666		<u>(1)</u>	06/08/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.08	06/08/2012	J ⁽²⁾		16,666		<u>(1)</u>	06/08/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 30.08	06/08/2012	J ⁽²⁾		16,666		<u>(1)</u>	06/08/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.66	06/12/2012	A		33,334		<u>(3)</u>	06/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.66	06/12/2012	J ⁽⁴⁾		33,334		<u>(3)</u>	06/12/2019	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 29.66	06/12/2012	J ⁽⁴⁾		33,334		<u>(3)</u>	06/12/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kohler Herbert MERCEDESSTRASSE 137 STUTTGART, 2M 70327	X			

Signatures

/s/ Herbert
Kohler

06/12/2012

**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) 100% of the shares subject to the option shall vest and become exercisable on the earlier of the first anniversary date of the grant or the day prior to the date of the next annual meeting of the stockholders of the Company following date of grant.
- (2) The option was transferred to Daimler North America Corporation on June 8, 2012. The reporting person is an employee of an affiliate of Daimler North America Corporation. The reporting person disclaims beneficial ownership of the option and the shares subject to the

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option, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

- (3) 1/24th of the shares subject to the option shall vest and become exercisable as of each monthly anniversary beginning on June 8, 2013, such that all shares subject to the option shall be fully vested and exercisable by June 8, 2015.

- (4) The option was transferred to Daimler North America Corporation on June 12, 2012. The reporting person is an employee of an affiliate of Daimler North America Corporation. The reporting person disclaims beneficial ownership of the option and the shares subject to the option, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for Section 16 or any other purpose.

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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