

Kohler Herbert  
Form 4  
June 12, 2012

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Kohler Herbert

(Last) (First) (Middle)

MERCEDESSTRASSE 137

(Street)

STUTTGART, 2M 70327

(City) (State) (Zip)

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

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	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 A Underlying S (Instr. 3 and 4)

## Edgar Filing: Kohler Herbert - Form 4

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

## Edgar Filing: Kohler Herbert - Form 4

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.

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.