

TESLA MOTORS INC
Form 4
May 27, 2014

FORM 4

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

OMB APPROVAL

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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 *
Gracias Antonio J.

(Last) (First) (Middle)

C/O VALOR EQUITY PARTNERS,
L.P., 200 S. MICHIGAN AVE
SUITE 1020

(Street)

CHICAGO, IL 60604

(City) (State) (Zip)

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

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

05/22/2014

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/22/2014		S ⁽¹⁾	1,100 D \$ 202.42 ⁽²⁾	257,367	I	by AJG Growth Fund
Common Stock	05/22/2014		S ⁽¹⁾	600 D \$ 203.78 ⁽³⁾	256,767	I	by AJG Growth Fund
Common Stock	05/22/2014		S ⁽¹⁾	3,000 D \$ 205.14 ⁽⁴⁾	253,767	I	by AJG Growth Fund
Common	05/22/2014		S ⁽¹⁾	2,000 D \$	251,767	I	by AJG

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Stock					205.81 <u>(5)</u>				Growth Fund
Common Stock	05/23/2014	<u>S(1)</u>	900	D	\$ 203.09 <u>(6)</u>	250,867	I		by AJG Growth Fund
Common Stock	05/23/2014	<u>S(1)</u>	1,200	D	\$ 203.8 <u>(7)</u>	249,667	I		by AJG Growth Fund
Common Stock	05/23/2014	<u>S(1)</u>	2,100	D	\$ 205.06 <u>(8)</u>	247,567	I		by AJG Growth Fund
Common Stock	05/23/2014	<u>S(1)</u>	1,100	D	\$ 206.54 <u>(9)</u>	246,467	I		by AJG Growth Fund
Common Stock	05/23/2014	<u>S(1)</u>	1,400	D	\$ 207.15 <u>(10)</u>	245,067	I		by AJG Growth Fund
Common Stock	05/22/2014	<u>S(1)</u>	500	D	\$ 202.58 <u>(11)</u>	24,047	I		by Trust
Common Stock	05/22/2014	<u>S(1)</u>	300	D	\$ 203.64 <u>(12)</u>	23,747	I		by Trust
Common Stock	05/22/2014	<u>S(1)</u>	1,800	D	\$ 205.28 <u>(13)</u>	21,947	I		by Trust
Common Stock	05/22/2014	<u>S(1)</u>	700	D	\$ 205.89 <u>(14)</u>	21,247	I		by Trust
Common Stock	05/23/2014	<u>S(1)</u>	800	D	\$ 203.37 <u>(15)</u>	20,447	I		by Trust
Common Stock	05/23/2014	<u>S(1)</u>	600	D	\$ 204.44 <u>(16)</u>	19,847	I		by Trust
Common Stock	05/23/2014	<u>S(1)</u>	700	D	\$ 205.21 <u>(17)</u>	19,147	I		by Trust
Common Stock	05/23/2014	<u>S(1)</u>	1,200	D	\$ 206.91 <u>(18)</u>	17,947	I		by Trust
Common Stock						46,633	I		by VEP II <u>(19)</u>

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or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (17) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$204.88 to \$205.40, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (18) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$206.60 to \$207.17, inclusive. The reporting person undertakes to provide Tesla Motors, Inc., any security holder of Tesla Motors, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (19) The reporting person indirectly beneficially owns a total of 46,633 shares owned through Valor Equity Management II, LP ("VEP II").

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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