

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**
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REPORTING OWNER

Kroeger Harald

CIK: **1565080**

Type: **4** | Act: **34** | File No.: **001-34756** | Film No.: **13528703**

Mailing Address

*BELA-BARENYI-STRASSE
SINDELINGEN 2M 71063*

ISSUER

TESLA MOTORS INC

CIK: **1318605** | IRS No.: **912197729** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3711** Motor vehicles & passenger car bodies

Mailing Address

*3500 DEER CREEK RD
PALO ALTO CA 94070*

Business Address

*3500 DEER CREEK RD
PALO ALTO CA 94070
650-681-5000*

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Kroeger Harald			2. Issuer Name and Ticker or Trading Symbol TESLA MOTORS INC [TSLA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/10/2013					
BELA-BARENYI-STRASSE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) SINDELFINGEN, 2M 71063								
(City)	(State)	(Zip)						

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	(A) or (D)	Price			
Common Stock	01/10/2013		J	(1)	29,860	A	\$6.63	4,897,789	I	See footnote (1)
Common Stock	01/10/2013		J	(1)	16,666	A	\$28.43	4,914,455	I	See footnote (1)
Common Stock	01/10/2013		S		46,526	D	\$33.5874	4,867,929	I	See footnote (1)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Non-Qualified Stock Option (right to buy)	\$6.63	01/10/2013		J	(1)		29,860	(2)	01/11/2013	Common Stock	29,860	\$ 0	0	I	See footnote (3)

Non-Qualified Stock Option (right to buy)	\$28.43	01/10/2013		<u>J</u> (1)		16,666	(4)	03/12/2013	Common Stock	16,666	\$ 0	0	I	See footnote (3)
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Explanation of Responses:

1. 4,867,929 shares are owned directly by Blackstar InvestCo LLC, which is wholly-owned by Daimler North America Corporation ("DNAC"). The 29,860 shares and 16,666 shares represent shares issuable upon exercise of options owned directly by DNAC, which shares were sold by DNAC simultaneously with the exercise of these options. The reporting person is a vice president of an affiliate of DNAC. The reporting person disclaims beneficial ownership of these shares, 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.
2. The options vested in installments between December 4, 2009 and December 12, 2012.
3. The options were owned directly by DNAC. The reporting person is a vice president of an affiliate of DNAC. The reporting person disclaims beneficial ownership of the options and the shares subject to the options, 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.
4. The options vested in installments between June 13, 2011 and December 12, 2012.

Signatures

/s/Harald Kroeger

** Signature of Reporting Person

01/14/2013

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.