

Kohler Herbert
Form 4
June 15, 2011

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 *
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)
06/13/2011

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.

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 Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|---|

Edgar Filing: Kohler Herbert - Form 4

| | Derivative Security | | Code | V | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|---------------------|------------|------------------|---|-----------------------------|-----|------------------|-----------------|--------------|
| | | | | | (A) | (D) | | | |
| Non-Qualified Stock Option (right to buy) | \$ 28.43 | 06/13/2011 | A | | 16,666 | | <u>(1)</u> | 06/12/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.43 | 06/15/2011 | J ⁽²⁾ | | 16,666 | | <u>(1)</u> | 06/12/2018 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 28.43 | 06/15/2011 | J ⁽²⁾ | | 16,666 | | <u>(1)</u> | 06/12/2018 | Common Stock |

Reporting Owners

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

Signatures

/s/ Herbert
Kohler

06/15/2011

 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).

Shares subject to the option become vested and exercisable upon the earlier of (i) June 13, 2012 or (ii) the day prior to the date of the next annual meeting of the stockholders of the Issuer following June 13, 2011; subject to the reporting person continuing to serve as a director of the Issuer through such date.

(2) The reporting person transferred the option to Daimler North America Corporation on June 15, 2011, and 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.