

Kroeger Harald
Form 4
January 14, 2013

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 *
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)

(Last) (First) (Middle)

BELA-BARENYI-STRASSE

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2013

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

(Street)

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

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	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)

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

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(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 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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.63	01/10/2013		J ⁽¹⁾	29,860	⁽²⁾ 01/11/2013	Common Stock	29,860
Non-Qualified Stock Option (right to buy)	\$ 28.43	01/10/2013		J ⁽¹⁾	16,666	⁽⁴⁾ 03/12/2013	Common Stock	16,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kroeger Harald BELA-BARENYSI-STRASSE SINDELFINGEN, 2M 71063		X		

Signatures

/s/Harald
Kroeger

01/14/2013

**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) 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.

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- (2) The options vested in installments between December 4, 2009 and December 12, 2012.

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.

- (3) 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.

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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