SOLARCITY CORP

Form 4

December 06, 2013

FORM 4

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

OMB

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response...

may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Stanton John M

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SOLARCITY CORP [SCTY]

(Check all applicable)

(Last)

(Middle)

3. Date of Earliest Transaction

Director

C/O SOLARCITY CORPORATION, 3055 (Month/Day/Year) 12/05/2013

10% Owner __ Other (specify X_ Officer (give title _

below) VP, P&EM

CLEARVIEW WAY

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN MATEO, CA 94402

(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. Transactic Code (Instr. 8)		d of (D) and 5) (A) or	Securit Benefic Owned Follow Report Transa	ies Coially For Inguity Control Contro	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	12/05/2013	12/05/2013	M		A \$1.		0 I	D			
Common Stock	12/05/2013	12/05/2013	S <u>(1)</u>	10,000	\$ 53.0 \(\frac{(2)}{2}\)	6683 0	I	D			
Common Stock	12/06/2013	12/06/2013	M	10,000	A \$1.	.82 10,00	0 I	D			
Common Stock	12/06/2013	12/06/2013	S <u>(1)</u>	10,000	\$ D 54.0	6961 0	I	D			

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

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option to purchase Common Stock	\$ 1.82	12/05/2013	12/05/2013	M	10,00	0 03/01/201	03/02/2020	Common Stock	10,000	
Option to purchase Common Stock	\$ 1.82	12/06/2013	12/06/2013	M	10,00	0 03/01/201	03/02/2020	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stanton John M

C/O SOLARCITY CORPORATION 3055 CLEARVIEW WAY SAN MATEO, CA 94402

VP, P&EM

Signatures

Seth R. Weissman Atty-in-Fact for John M. Stanton

12/06/2013

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 31, 2013.

Reporting Owners 2

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- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.30 to \$54.25, inclusive. The reporting person undertakes to provide SolarCity Corporation, any security holder of SolarCity Corporation 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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.46 to \$55.30, inclusive. The reporting person undertakes to provide SolarCity Corporation, any security holder of SolarCity Corporation 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.

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.