

SOLARCITY CORP
 Form 4
 November 23, 2016

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 *
 Musk Elon

2. Issuer Name and Ticker or Trading Symbol
 SOLARCITY CORP [SCTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3055 CLEARVIEW WAY
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/21/2016

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

SAN MATEO, CA 94402

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

(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)
Common Stock	11/21/2016	11/21/2016	D	21,845,674	D 0	I	By Trust

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)

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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 Securities (Instr. 3 and 4)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount
Option to Purchase Common Stock	\$ 62.51	11/21/2016	11/21/2016	D	30,000	(2)	(2)	Common Stock	30,000
Zero Coupon Convertible Senior Notes due 2020	\$ 33					12/07/2015	12/01/2020	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musk Elon 3055 CLEARVIEW WAY SAN MATEO, CA 94402	X	X		

Signatures

/s/ Seth R. Weissman as Atty-In-Fact for Elon Musk
 11/23/2016

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) Outstanding shares of the common stock of the Issuer were converted into the right to receive 0.110 shares of Tesla common stock for each share of the Issuer's common stock issued and outstanding, with cash paid in lieu of fractional shares, in accordance with the Merger Agreement.
 - (2) Outstanding stock options and restricted stock unit awards ("RSUs") of the Issuer were assumed by Tesla and automatically converted into corresponding equity incentive awards on common stock of Tesla in accordance with the Merger Agreement.
 - (3) The Zero Coupon Convertible Senior Notes due 2020 have been adjusted to become convertible into shares of Tesla common stock.

Remarks:

This Form 4 reports securities disposed pursuant to the terms of an Agreement and Plan of Merger (the "Merger Agreement"), 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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