

SOLARCITY CORP  
Form 4  
December 05, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Stanton John M

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)  
C/O SOLARCITY CORPORATION, 3055 CLEARVIEW WAY

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, P&EM

(Street)  
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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	12/03/2013	12/03/2013	M			10,000	\$ 1.82	10,000	D
Common Stock	12/03/2013	12/03/2013	S <sup>(1)</sup>			10,000	\$ 51.135 <u>(2)</u>	0	D
Common Stock	12/04/2013	12/04/2013	M			10,000	\$ 1.82	10,000	D
Common Stock	12/04/2013	12/04/2013	S <sup>(1)</sup>			10,000	\$ 51.8923 <u>(3)</u>	0	D



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- (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.  
The price reported in column 4 is weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.60 to \$51.60, 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.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.70 to \$52.18, 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.