Ehrenpreis Ira Matthew
Form 3
June 25, 2010

# FORM 3

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

OMB APPROVAL

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| OMB Number: | 3235-0104 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

## INITIAL STATEMENT OF 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 *
Â Ehrenpreis Ira Matthew

(Last) (First) (Middle)

550 UNIVERSITY AVE.

(Street)

PALO ALTO,Â CAÂ 94301

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
06/28/2010

3. Issuer Name **and** Ticker or Trading Symbol
TESLA MOTORS INC [TSLA]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

| 1.Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|---|---|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Series D Preferred Stock | Â (1) | Â (1) | Common Stock | 3,829,481 | $ (1) | I | See Footnote (2) |
| Series E Preferred Stock | Â (1) | Â (1) | Common Stock | 4,343,392 | $ (1) | I | See Footnote (2) |
| Right to Buy (Common Stock) (3) | 05/09/2008 | 06/05/2014 | Common Stock | 33,333 | $ 1.8 | I | See Footnote (3) |
| Right to Buy (Common Stock) (4) | 03/03/2011 | 03/02/2017 | Common Stock | 16,666 | $ 9.96 | I | See Footnote (4) |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Ehrenpreis Ira Matthew<br>550 UNIVERSITY AVE.<br>PALO ALTO,Â CAÂ 94301 | Â X | Â | Â | Â |

# Signatures

| | |
|---|---|
| /s/ Ira Ehrenpreis | 06/25/2010 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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)** Each share of he Issuer's Series D preferred stock and Series E preferred stock will automatically convert into .333333 of a share of common stock upon the closing the Issuer's initial public offering, and has no expiration date.

**(2)** These shares are owned directly by Technology Partners Fund VIII, L.P. The reporting person is a managing member of the general partner of such entity, and 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 beneficiary owner of such securities for Section 16 or any other purpose.

**(3)** 1/4th of the shares subject to the option became vested and exercisable on May 9, 2008 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter. The option is held by TP Management VIII, LLC. The reporting person is a managing member of the general partner of such entity, and 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 beneficiary owner of such securities for Section 16 or any other purpose.

**(4)** 100% of the shares subject to the option will become vested and exercisable on March 3, 2011. The option is held by TP Management VIII, LLC. The reporting person is a managing member of the general partner of such entity, and 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 beneficiary owner of such securities for Section 16 or any other purpose.

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**Remarks:**

TheÂ anticipatedÂ effectiveÂ dateÂ ofÂ Issuer'sÂ initialÂ publicÂ offeringÂ isÂ JuneÂ 28,Â 2010.

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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