

Jurvetson Stephen T
 Form 3
 June 25, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Jurvetson Stephen T | | (Month/Day/Year) | TESLA MOTORS INC [TSLA] | |
| (Last) | (First) | (Middle) | 06/28/2010 | |
| 2882 SAND HILL ROAD, SUITE 150 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MENLO PARK,Â CAÂ 94025 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> 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) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|---------------------------------|------------|------------|--------------|-----------|---------|---|--------------------------|
| Series C Preferred Stock | Â (1) | Â (1) | Common Stock | 2,233,480 | \$ (1) | I | See Footnotes (2) (6) |
| Series D Preferred Stock | Â (3) | Â (3) | Common Stock | 473,919 | \$ (3) | I | See Footnotes (4) (6) |
| Series E Preferred Stock | Â (3) | Â (3) | Common Stock | 5,475,457 | \$ (3) | I | See Footnotes (5) (6) |
| Right to Buy (Common Stock) (7) | 06/25/2010 | 12/03/2016 | Common Stock | 33,333 | \$ 6.63 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jurvetson Stephen T 2882 SAND HILL ROAD, SUITE 150 MENLO PARK, CA 94025 | Â X | Â | Â | Â |

Signatures

/s/ Steven T.
Jurvetson

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 the Issuer's Series C preferred stock will automatically convert into .350013 of a share of common stock upon the closing the Issuer's initial public offering, and has no expiration date.
 - (2) 178,678 of these shares are owned directly by Draper Associates, L.P., 44,670 shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC and 2,010,182 shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.
 - (3) Each share of the 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.
 - (4) 37,941 shares are owned directly by Draper Associates, L.P., 9,478 shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC and 426,527 shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.
236,922 shares are owned directly by Draper Associates, L.P., 2,325,878 shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, L.P., 188,041 shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC, 59,229 shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC and 2,665,387 shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.
 - (5) The reporting person is a managing director of the general partner of the Draper Fisher Jurvetson Fund VIII, L.P., a managing member of Draper Fisher Jurvetson Partners VIII, LLC and a managing member of the general partner of the Draper Fisher Jurvetson Partners Growth Fund 2006, LLC, 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.
 - (6) 1/4th of the shares subject to the option will become vested and exercisable on June 25, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
 - (7)

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Remarks:

TheÂ anticipatedÂ effectiveÂ dateÂ ofÂ theÂ 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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