Straubel Jeffrey B
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 *
Â Straubel Jeffrey B
(Last) (First) (Middle)

C/O TESLA MOTORS, INC.,Â 3500 DEER CREEK ROAD
(Street)

PALO ALTO,Â CAÂ 94304
(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)

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

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)
Common Stock	255,249	D	Â

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series B Preferred Stock	Â (1)	Â (1)	Common Stock	54,054	$ (1)	D	Â
Series C Preferred Stock	Â (2)	Â (2)	Common Stock	17,621	$ (2)	D	Â
Right to Buy (Common Stock) (3)	05/31/2007	05/30/2013	Common Stock	10,416	$ 0.36	D	Â
Right to Buy (Common Stock) (4)	05/31/2007	11/08/2014	Common Stock	9,334	$ 2.1	D	Â
Right to Buy (Common Stock) (5)	06/07/2008	06/03/2015	Common Stock	33,333	$ 2.7	D	Â
Right to Buy (Common Stock) (6)	05/13/2009	04/12/2016	Common Stock	107,916	$ 2.7	D	Â
Right to Buy (Common Stock) (7)	09/16/2009	12/03/2016	Common Stock	117,083	$ 6.63	D	Â
Right to Buy (Common Stock)	Â (8)	06/11/2017	Common Stock	116,650	$ 14.17	D	Â
Right to Buy (Common Stock) (9)	07/03/2010	06/11/2017	Common Stock	2,450	$ 14.17	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Straubel Jeffrey B C/O TESLA MOTORS, INC. 3500 DEER CREEK ROAD PALO ALTO,Â CAÂ 94304	Â	Â	Â Chief Technology Officer	Â

Signatures

/s/ Jeffrey B. Straubel	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 B 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) 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.

(3) 1/4th of the shares subject to the option became vested and exercisable on May 31, 2007 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

(4) 1/48th of the shares subject to the option became vested and exercisable on May 31, 2007 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

(5) 1/48th of the shares subject to the option became vested and exercisable on June 7, 2008 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

(6) 1/48th of the shares subject to the option became vested and exercisable on May 13, 2009 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

(7) 1/48th of the shares subject to the option became vested and exercisable on September 16, 2009 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

(8) Shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement.

(9) 1/48th of the shares subject to the option become vested and exercisable on July 3, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

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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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