

Musk Kimbal
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 Musk Kimbal	(Month/Day/Year)	TESLA MOTORS INC [TSLA]
(Last) (First) (Middle)	06/28/2010	
ONE MERCEDES DR.		4. Relationship of Reporting Person(s) to Issuer
(Street)		5. If Amendment, Date Original Filed(Month/Day/Year)
		(Check all applicable)
		☒ Director ☐ 10% Owner ☐ Officer ☐ Other (give title below) (specify below)
MONTVALE,Â NJÂ 07645		6. Individual or Joint/Group Filing(Check Applicable Line)
(City) (State) (Zip)		☒ 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	33,333	I	See Footnote ⁽¹⁾

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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Series B Preferred Stock	Â (2)	Â (2)	Common Stock	540,540	\$ (2)	I	See Footnote (1)
Series E Preferred Stock	Â (2)	Â (2)	Common Stock	594,857	\$ (2)	I	See Footnote (1)
Option to Buy (Common Stock) (3)	03/03/2011	03/02/2017	Common Stock	16,666	\$ 6.63	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Musk Kimbal ONE MERCEDES DR. MONTVALE,Â NJÂ 07645	Â X	Â	Â	Â

Signatures

/s/ Kimbal Musk 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) The shares are directly held by Jasper Holdings LLC which is owned by the reporting person and his spouse.

(2) Each share of the Issuer's Series B 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.

(3) 100% of the shares subject to the option will become vested and exercisable on March 3, 2011.

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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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