

Straubel Jeffrey B  
 Form 3  
 June 25, 2010

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

OMB APPROVAL

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 *<br>Â Straubel Jeffrey B<br>(Last) (First) (Middle)<br><br>C/O TESLA MOTORS,<br>INC.,Â 3500 DEER CREEK<br>ROAD<br>(Street)<br><br>PALO ALTO,Â CAÂ 94304<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>06/28/2010 | 3. Issuer Name and Ticker or Trading Symbol<br>TESLA MOTORS INC [TSLA] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below) (specify below)<br>Chief Technology Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

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

Edgar Filing: Straubel Jeffrey B - Form 3

|                                 | 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<br>C/O TESLA MOTORS, INC.<br>3500 DEER CREEK ROAD<br>PALO ALTO, CA 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.

### Edgar Filing: Straubel Jeffrey B - Form 3

- (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.

Â

**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.

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.