

Ahuja Deepak
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
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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 Ahuja Deepak

(Last)

(First)

(Middle)

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

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Chief Financial Officer

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

(Street)

PALO ALTO,Â CAÂ 94304

(City)

(State)

(Zip)

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)

**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
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

Date
Exercisable

Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Right to Buy (Common Stock) ⁽¹⁾	07/31/2009	09/02/2015	Common Stock	83,333	\$ 2.7	D	Â
Right to Buy (Common Stock) ⁽²⁾	05/13/2009	04/12/2016	Common Stock	29,166	\$ 2.7	D	Â
Right to Buy (Common Stock) ⁽³⁾	09/16/2009	12/03/2016	Common Stock	54,166	\$ 6.63	D	Â
Right to Buy (Common Stock)	Â ⁽⁴⁾	06/11/2017	Common Stock	83,300	\$ 14.17	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ahuja Deepak C/O TESLA MOTORS, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Deepak
Ahuja
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) 1/4th of the shares subject to the option became vested and exercisable on July 31, 2009 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
- (2) 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.
- (3) 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.
- (4) Shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement.

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Remarks:

The anticipated effective date of Issuer's initial public offering is June 28, 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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