Ahuja Deepak
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 Ahuja Deepak

(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 Financial 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)

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

				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,Â CAÂ 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:

TheÂ anticipatedÂ effectiveÂ dateÂ ofÂ IssuerÂ 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.