

Passin Gilbert  
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 Passin Gilbert

(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)  
Vice President, Manufacturing

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) <sup>(1)</sup>	01/25/2011	03/02/2017	Common Stock	66,666	\$ 9.96	D	Â
Right to Buy (Common Stock) <sup>(1)</sup>	Â <sup>(2)</sup>	06/11/2017	Common Stock	33,333	\$ 14.17	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Passin Gilbert C/O TESLA MOTORS, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304	Â	Â	Â Vice President, Manufacturing	Â

## Signatures

/s/ Gilbert Passin 06/25/2010

<sup>(1)</sup>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 will become vested and exercisable on January 25, 2011 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
- (2) 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. 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.