

OMB APPROVAL	
OMB Number:	3235-0104
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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Ehrenpreis Ira Matthew</u> <hr/> (Last) (First) (Middle) 550 UNIVERSITY AVE. <hr/> (Street) PALO ALTO CA 94301 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/28/2010	3. Issuer Name and Ticker or Trading Symbol <u>TESLA MOTORS INC [ TSLA ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
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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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Preferred Stock	(1)	(1)	Common Stock	3,829,481	(1)	I	See Footnote <sup>(2)</sup>
Series E Preferred Stock	(1)	(1)	Common Stock	4,343,392	(1)	I	See Footnote <sup>(2)</sup>
Right to Buy (Common Stock) <sup>(3)</sup>	05/09/2008	06/05/2014	Common Stock	33,333	1.8	I	See Footnote <sup>(3)</sup>
Right to Buy (Common Stock) <sup>(4)</sup>	03/03/2011	03/02/2017	Common Stock	16,666	9.96	I	See Footnote <sup>(4)</sup>

**Explanation of Responses:**

- Each share of the Issuer's Series D preferred stock and Series E preferred stock will automatically convert into .333333 of a share of common stock upon the closing of the Issuer's initial public offering, and has no expiration date.
- These shares are owned directly by Technology Partners Fund VIII, L.P. The reporting person is a managing member of the general partner of such entity, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.
- 1/4th of the shares subject to the option became vested and exercisable on May 9, 2008 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter. The option is held by TP Management VIII, LLC. The reporting person is a managing member of the general partner of such entity, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.
- 100% of the shares subject to the option will become vested and exercisable on March 3, 2011. The option is held by TP Management VIII, LLC. The reporting person is a managing member of the general partner of such entity, and disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficiary owner of such securities for Section 16 or any other purpose.

**Remarks:**

The anticipated effective date of Issuer's initial public offering is June 28, 2010.

/s/ Ira Ehrenpreis 06/25/2010

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

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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