

<b>OMB APPROVAL</b>	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Jurvetson Stephen T</u> _____ (Last) (First) (Middle) 2882 SAND HILL ROAD, SUITE 150 _____ (Street) MENLO PARK CA 94025 _____ (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> TESLA MOTORS INC [ TSLA ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 07/02/2010	
<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/02/2010	07/02/2010	C		154,151	A	(1)(2)	154,151	I	See Footnotes <sup>(3)(11)</sup>
Common Stock	07/02/2010	07/02/2010	C		775,292	A	(1)	775,292	I	See Footnotes <sup>(4)(11)</sup>
Common Stock	07/02/2010	07/02/2010	C		62,680	A	(1)	62,680	I	See Footnotes <sup>(5)(11)</sup>
Common Stock	07/02/2010	07/02/2010	C		38,537	A	(1)(2)	38,537	I	See Footnotes <sup>(6)(11)</sup>
Common Stock	07/02/2010	07/02/2010	C		1,734,208	A	(1)(2)	1,734,208	I	See Footnotes <sup>(7)(11)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C Preferred Stock	(1)	07/02/2010	07/02/2010	C			2,233,480	(1)	(1)	Common Stock	781,745	\$0.00	0	I	See Footnotes <sup>(8)(11)</sup>
Series D Preferred Stock	(2)	07/02/2010	07/02/2010	C			473,918	(2)	(2)	Common Stock	157,972	\$0.00	0	I	See Footnotes <sup>(9)(11)</sup>
Series E Preferred Stock	(2)	07/02/2010	07/02/2010	C			5,475,457	(2)	(2)	Common Stock	1,825,151	\$0.00	0	I	See Footnotes <sup>(10)(11)</sup>

**Explanation of Responses:**

- Each share of the Issuer's Series C preferred stock automatically converted into .350013 of a share of common stock upon the closing the Issuer's initial public offering, and has no expiration date.
- Each share of the Issuer's Series E preferred stock and Series D Preferred Stock automatically converted to .333333 of a share common stock upon the closing of the Issuer's initial public offering and has no expiration date.
- These shares are owned directly by Draper Associates, L.P.
- These shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006, L.P.
- These shares are owned directly by Draper Fisher Jurvetson Growth Fund 2006, LLC
- These shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC
- These shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.
- 62,539 of these shares are owned directly by Draper Associates, L.P., 15,635 shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC and 703,571 shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.
- 12,638 shares are owned directly by Draper Associates, L.P., 3,159 shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC and 142,175 shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.

10. 78,974 shares are owned directly by Draper Associates, L.P., 775,292 shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, L.P., 62,680 shares are owned directly by Draper Fisher Jurvetson Partners Growth Fund 2006, LLC, 19,743 shares are owned directly by Draper Fisher Jurvetson Partners VIII, LLC and 888,462 shares are owned directly by Draper Fisher Jurvetson Fund VIII, L.P.

11. The reporting person is a managing director of the general partner of the Draper Fisher Jurvetson Fund VIII, L.P., a managing member of Draper Fisher Jurvetson Partners VIII, LLC and a managing member of the general partner of the Draper Fisher Jurvetson Partners Growth Fund 2006, LLC, 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.

/s/ Stephen T. Jurvetson                      07/02/2010

\*\* 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 4 (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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