

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>Al Darmaki H.E. Ahmed Saif</u> (Last) (First) (Middle) <u>7TH FLR., ADWEA BUILDING, 6TH STREET</u> (Street) <u>ABU DHABI CO</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/28/2010</u>	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) 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 F Preferred Stock	(1)	(1)	Common Stock	21,891,419	(1)	I	See Footnote ⁽²⁾
Right to Buy (Common Stock) ⁽³⁾	08/31/2010	12/03/2016	Common Stock	33,333	6.63	D	

Explanation of Responses:

- The Issuer's Series F 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 Al Wahada Capital Investment LLC, a wholly owned affiliate of Abu Dhabi Water and Electric Authority. The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein and 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 will become vested and exercisable on August 31, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

Remarks:

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

/s/ Ahmed Saif Al Darmaki 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.

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 Number.