

Walker John K  
Form 3  
June 25, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
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,  
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 *      |                        | 2. Date of Event Requiring Statement                       | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Walker John K                                |                        | (Month/Day/Year)   | TESLA MOTORS INC [TSLA]  |  |
| (Last)   | (First)                | (Middle)   | 06/28/2010   |  |
| C/O TESLA MOTORS, INC., Â 3500 DEER CREEK ROAD |                        |  | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                       | (Check all applicable) |  |  |  |
|  |                        |  | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|  |                        |  | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|  |                        |  | (give title below) (specify below)                                     |  |
|  |                        |  | VP, No. Amer. Sales & Mktg   |  |
| PALO ALTO, Â CA Â 94304                        |                        | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |  |
| (City)   | (State)                | (Zip)  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  |                        |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

|   |            |            |                 | Shares |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|------------|------------|-----------------|--------|---------|----------------------------------|---|
| Right to Buy (Common<br>Stock) <sup>(1)</sup> | 08/17/2010 | 10/20/2016 | Common<br>Stock | 83,333 | \$ 6.15 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Walker John K<br>C/O TESLA MOTORS, INC.<br>3500 DEER CREEK ROAD<br>PALO ALTO, CA 94304 | Â             | Â         | Â VP, No. Amer. Sales & Mktg | Â     |

## Signatures

/s/ John Walker                      06/25/2010  
 \_\_Signature of                      Date  
 Reporting Person

## 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 August 17, 2010 and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.

Â  
**Remarks:**  
 The anticipated effective date of Issuer 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.