

Al Darmaki H.E. Ahmed Saif  
 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 Al Darmaki H.E. Ahmed Saif			(Month/Day/Year)	TESLA MOTORS INC [TSLA]	
(Last)	(First)	(Middle)	06/28/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
7TH FLR., ADWEA BUILDING, 6TH STREET				(Check all applicable)	
(Street)				<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
ABU DHABI,Â C0Â				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				<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 (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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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)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series F Preferred Stock	À (1)	À (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	À

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Al Darmaki H.E. Ahmed Saif 7TH FLR., ADWEA BUILDING, 6TH STREET ABU DHABI, À C0À	À X	À	À	À

## Signatures

/s/ Ahmed Saif Al Darmaki 06/25/2010

\_\_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) The Issuer's Series F preferred stock will automatically convert into .333333 of a share of common stock upon the closing 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.
- (3) 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.

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### Remarks:

TheÀ anticipatedÀ effectiveÀ dateÀ ofÀ IssuerÀ initialÀ publicÀ offeringÀ isÀ JuneÀ 28,À 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.