

Blankenship George
Form 3
October 08, 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 and Ticker or Trading Symbol	
Â Blankenship George		(Month/Day/Year)	TESLA MOTORS INC [TSLA]	
(Last)	(First)	(Middle)	10/06/2010	
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)	
PALO ALTO,Â CAÂ 94304			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			VP Sales and Service	

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)
Common Stock	200	D	Â

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	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

Edgar Filing: Blankenship George - Form 3

				Shares		(I) (Instr. 5)	
Incentive Stock Option (right to buy)	Â (1)	06/11/2017	Common Stock	28,228	\$ 14.17	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	06/11/2017	Common Stock	105,072	\$ 14.17	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	09/13/2020	Common Stock	25,000	\$ 20.72	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blankenship George 3500 DEER CREEK ROAD PALO ALTO, CA 94304	Â	Â	Â	VP Sales and Service

Signatures

George
Blankenship
10/08/2010

**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) 1/4th of the shares subject to the option become vested and exercisable one year from hire date and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter.
33,300 shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement. The remaining 71,772 shares vest as follows: 1/4th of the shares subject to the option vest one year from hire date, and the remaining 3/4th vest monthly thereafter at a rate of 1/48th per month.
 - (2) 1/48th of the shares subject to the option become vested and exercisable each month thereafter.
 - (3) 1/48th of the shares subject to the option vest monthly from the vesting commencement date and continue to vest each month thereafter for four years.

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.