

TESLA MOTORS INC

Reported by
GUILLEN JEROME M

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 08/16/13 for the Period Ending 08/08/13

Address	3500 DEER CREEK RD PALO ALTO, CA 94070
Telephone	650-681-5000
CIK	0001318605
Symbol	TSLA
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	12/31

FORM 3

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

OMB APPROVAL
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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 * Guillen Jerome M	2. Date of Event Requiring Statement (MM/DD/YYYY) 8/8/2013	3. Issuer Name and Ticker or Trading Symbol TESLA MOTORS INC [TSLA]
(Last) (First) (Middle) 3500 DEER CREEK ROAD	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner __ X __ Officer (give title below) _____ Other (specify below) VP Service & Sales Operations /	
(Street) PALO ALTO, CA 94304 (City) (State) (Zip)	5. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ X _ 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 Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Incentive Stock Option (right to buy)	(1)	6/13/2021	Common Stock	1875	\$28.43	D	
Incentive Stock Option (right to buy)	(2)	12/13/2020	Common Stock	6431	\$30.55	D	
Incentive Stock Option (right to buy)	(3)	2/13/2022	Common Stock	2107	\$31.49	D	
Incentive Stock Option (right to buy)	(4)	7/9/2022	Common Stock	2550	\$31.49	D	
Non-Qualified Stock Option (right to buy)	(1)	6/13/2021	Common Stock	13125	\$28.43	D	
Non-Qualified Stock Option	(2)	12/13/2020	Common	13569	\$30.55	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
(right to buy)			Stock				
Non-Qualified Stock Option (right to buy)	(3)	2/13/2022	Common Stock	12893	\$31.49	D	
Non-Qualified Stock Option (right to buy)	(4)	7/9/2022	Common Stock	17450	\$31.49	D	

Explanation of Responses:

- (1) 1/48th of the shares subject to the option became vested and exercisable on July 13, 2011 and 1/48th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- (2) 1/4th of the shares subject to the option became vested and exercisable on November 10, 2011 and 1/48th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- (3) 1/48th of the shares subject to the option became vested and exercisable on March 13, 2012 and 1/48th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.
- (4) 1/48th of the shares subject to the option became vested and exercisable on August 9, 2012 and 1/48th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guillen Jerome M 3500 DEER CREEK ROAD PALO ALTO, CA 94304			VP Service & Sales Operations	

Signatures**By: Deepak Ahuja, by Power of Attorney For: Jerome M. Guillen****8/16/2013**

** 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 control number.

Limited Power of Attorney - Securities Law Compliance

The undersigned, as an officer or director of Tesla Motors, Inc. (the "Company"), hereby constitutes and appoints Deepak Ahuja the undersigned's true and lawful attorney in fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended),

Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys in fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys in fact.

This Limited Power of Attorney is executed at Palo Alto, California, as of the date set forth below.

DATED: 8/13/2013

/s/ Jerome Guillen

By: Jerome Guillen