

Straubel Jeffrey B
 Form 4
 April 30, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
 Straubel Jeffrey B

(Last) (First) (Middle)

C/O TESLA, INC., 3500 DEER CREEK ROAD

(Street)

PALO ALTO, CA 94304

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Tesla, Inc. [TSLA]

3. Date of Earliest Transaction (Month/Day/Year)
 04/26/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

Chief Technical Officer

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/26/2019		M ⁽¹⁾		15,000	A	\$ 31.49
Common Stock	04/26/2019		S ⁽¹⁾		800	D	\$ 232.008
Common Stock	04/26/2019		S ⁽¹⁾		700	D	\$ 232.75
Common Stock	04/26/2019		S ⁽¹⁾		1,100	D	\$ 234.099
Common Stock	04/26/2019		S ⁽¹⁾		2,500	D	

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Common Stock						\$ 234.87 (5)		
Common Stock	04/26/2019		S(1)	700	D	\$ 236.021 (6)	315,598	D
Common Stock	04/26/2019		S(1)	200	D	\$ 236.81 (7)	315,398	D
Common Stock	04/26/2019		S(1)	500	D	\$ 238.392 (8)	314,898	D
Common Stock	04/26/2019		S(1)	300	D	\$ 239.46 (9)	314,598	D
Common Stock	04/26/2019		S(1)	1,000	D	\$ 240.724 (10)	313,598	D
Common Stock	04/26/2019		S(1)	2,100	D	\$ 241.695 (11)	311,498	D
Common Stock	04/26/2019		S(1)	2,500	D	\$ 242.634 (12)	308,998	D
Common Stock	04/26/2019		S(1)	1,700	D	\$ 243.755 (13)	307,298	D
Common Stock	04/26/2019		S(1)	800	D	\$ 244.563 (14)	306,498	D
Common Stock	04/26/2019		S(1)	100	D	\$ 245.46	306,398	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy)	\$ 31.49		04/26/2019	M	15,000	(15)	02/13/2022	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Straubel Jeffrey B C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304			Chief Technical Officer	

Signatures

By: Aaron Beckman, Power of Attorney For: Jeffrey B. Straubel
Date: 04/30/2019

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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 stock option exercise and sales reported on this Form 4 were effected pursuant to a pre-determined Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2018.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$231.380 to \$232.240, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$232.420 to \$233.200, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$233.490 to \$234.480, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$234.490 to \$235.450, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$235.680 to \$236.570, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (7) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$236.690 to \$236.930, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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within the range set forth in this footnote.

- (8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$238.010 to \$238.890, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$239.110 to \$239.860, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (10) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$240.250 to \$241.090, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (11) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$241.250 to \$242.230, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (12) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$242.250 to \$243.240, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (13) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$243.300 to \$244.290, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (14) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$244.310 to \$245.200, inclusive. The reporting person undertakes to provide Tesla, Inc., any security holder of Tesla, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (15) 1/48th of the shares subject to the option vested on each monthly anniversary beginning on March 13, 2012, such that all shares subject to the Option became fully vested and exercisable as of December 13, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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