

Musk Kimbal
Form 4
July 05, 2018

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 *
Musk Kimbal

(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)
07/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/02/2018		M ⁽¹⁾	1,875 A \$ 29.66	150,208	D	
Common Stock	07/02/2018		S ⁽¹⁾	300 D \$ 355.67	149,908	D	
Common Stock	07/02/2018		S ⁽¹⁾	300 D \$ 357.337	149,608	D	
Common Stock	07/02/2018		S ⁽¹⁾	800 D \$ 358.555	148,808	D	
	07/02/2018		S ⁽¹⁾	300 D	148,508	D	

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 sale transactions reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 24, 2017 and modified on November 13, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$357.05 to \$357.54, 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 \$358.20 to \$358.74, 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 \$359.25 to \$359.99, 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 \$360.50 to \$360.66, 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) 1/24th of the shares granted shall become vested and exercisable as of each monthly anniversary beginning on June 8, 2013, such that all shares subject to the Option shall be fully vested and exercisable by June 8, 2015.

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. Investment income" in excess of 25 percent of the gross receipts of such corporation for such preceding taxable year (the "passive income test"). For purposes of the passive income test, where the issuing corporation is in control of one or more corporations, all such corporations are treated as one corporation (the "affiliated group") for the purposes of computing the amount of passive investment income under section 1042. We believe that less than 25 percent of the gross receipts of our "affiliated group" is "passive investment income" for the taxable year ended December 31, 2002. In making this determination, we have made certain assumptions and used procedures which we believe are reasonable. We cannot give any assurance as to whether we will continue to meet the passive income test. It is, in addition, possible that the IRS may disagree with the manner in which we have calculated our affiliated group's gross receipts (including the characterization thereof) and passive investment income and the determination expressed above. Prospective purchasers of the notes should consult with their own tax advisors with respect to these and other tax matters relating to the notes. Prospective investors should consult the summary describing the material U.S. federal income tax consequences of ownership and disposition of the notes contained under "Material United States Income Tax Considerations" in the accompanying prospectus supplement.

SUPPLEMENTAL PLAN OF DISTRIBUTION Subject to certain conditions, Morgan Stanley & Co. Incorporated, the underwriter, has agreed to purchase from us as principal \$25,000,000 of notes. Notes sold by the underwriter to the public will initially be offered at the initial public offering price set forth on the cover of this pricing supplement. After the initial public offering of the notes, the underwriter may change the offering price and other selling terms. We have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act of 1933, or to contribute to payments the underwriter may be required to make in respect thereof. In the ordinary course of their businesses, the underwriter and its respective affiliates have engaged, and may in the future engage, in investment and commercial banking transactions with us and with certain of our affiliates. PS-7

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\$25,000,000 THE GILLETTE COMPANY FLOATING RATE NOTES DUE 2043 ----- PRICING
SUPPLEMENT ----- MORGAN STANLEY NOVEMBER 21, 2003
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