

Buss Brad W
Form 4
March 18, 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 *
Buss Brad W

(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)
03/14/2019

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/14/2019		M ⁽¹⁾	8,333	A \$ 29.66	9,873	D
Common Stock	03/14/2019		M ⁽¹⁾	6,250	A \$ 29.66	16,123	D
Common Stock	03/14/2019		M ⁽¹⁾	1,561	A \$ 29.66	17,684	D
Common Stock	03/14/2019		M ⁽¹⁾	3,127	A \$ 29.66	20,811	D
Common Stock	03/14/2019		S ⁽¹⁾	19,271	D \$ 292.45	1,540	D

Common Stock		11,808	I	Buss Family Trust
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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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 29.66	03/14/2019		M ⁽¹⁾	8,333	⁽²⁾ 06/12/2019		Common Stock	8,333
Non-Qualified Stock Option (right to buy)	\$ 29.66	03/14/2019		M ⁽¹⁾	6,250	⁽³⁾ 06/12/2019		Common Stock	6,250
Non-Qualified Stock Option (right to buy)	\$ 29.66	03/14/2019		M ⁽¹⁾	1,561	⁽²⁾ 06/12/2019		Common Stock	1,561
Non-Qualified Stock Option (right to buy)	\$ 29.66	03/14/2019		M ⁽¹⁾	3,127	⁽⁴⁾ 06/12/2019		Common Stock	3,127

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Buss Brad W C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304		X		

Signatures

By: Jonathan Chang, Power of Attorney For: Brad W.
Buss

03/18/2019

__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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 8, 2018. The option exercises reported herein are of long-held stock options that were scheduled to expire in June 2019.
- (2) 1/24th of the shares granted became vested and exercisable as of each monthly anniversary beginning on July 12, 2012, such that all shares subject to the Option were vested and exercisable by July 12, 2014.
- (3) 100% of the shares subject to the option became vested and exercisable on July 12, 2014.
- (4) 100% of the shares subject to the option became vested and exercisable on June 12, 2013.

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.