

Straubel Jeffrey B
Form 4
January 02, 2019

FORM 4

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

OMB APPROVAL

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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)
12/28/2018

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)
Chief Technical Officer

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)		
			Code	V	Amount	(D)	Price		
Common Stock	12/28/2018		M ⁽¹⁾		5,000	A	\$ 20.72	311,398	D
Common Stock	12/28/2018		M ⁽¹⁾		8,600	A	\$ 28.45	319,998	D
Common Stock	12/28/2018		M ⁽¹⁾		350	A	\$ 27.25	320,348	D
Common Stock	12/28/2018		M ⁽¹⁾		350	A	\$ 23.25	320,698	D
Common Stock	12/28/2018		M ⁽¹⁾		700	A	\$ 29.12	321,398	D

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Common Stock	12/28/2018	<u>S(1)</u>	400	D	\$ 319.635 (2)	320,998	D
Common Stock	12/28/2018	<u>S(1)</u>	500	D	\$ 320.748 (3)	320,498	D
Common Stock	12/28/2018	<u>S(1)</u>	864	D	\$ 322.014 (4)	319,634	D
Common Stock	12/28/2018	<u>S(1)</u>	7,500	D	\$ 323.23 (5)	312,134	D
Common Stock	12/28/2018	<u>S(1)</u>	607	D	\$ 324.103 (6)	311,527	D
Common Stock	12/28/2018	<u>S(1)</u>	700	D	\$ 325.497 (7)	310,827	D
Common Stock	12/28/2018	<u>S(1)</u>	300	D	\$ 326.66 (8)	310,527	D
Common Stock	12/28/2018	<u>S(1)</u>	300	D	\$ 328.703 (9)	310,227	D
Common Stock	12/28/2018	<u>S(1)</u>	700	D	\$ 330.523 (10)	309,527	D
Common Stock	12/28/2018	<u>S(1)</u>	1,000	D	\$ 331.477 (11)	308,527	D
Common Stock	12/28/2018	<u>S(1)</u>	800	D	\$ 332.568 (12)	307,727	D
Common Stock	12/28/2018	<u>S(1)</u>	1,029	D	\$ 333.691 (13)	306,698	D
Common Stock	12/28/2018	<u>S(1)</u>	300	D	\$ 334.893 (14)	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)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 20.72	12/28/2018		M	5,000	(15) 09/13/2020	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 23.25	12/28/2018		M	350	(16) 03/14/2021	Common Stock	350
Non-Qualified Stock Option (right to buy)	\$ 27.25	12/28/2018		M	350	(17) 01/09/2022	Common Stock	350
Non-Qualified Stock Option (right to buy)	\$ 28.45	12/28/2018		M	8,600	(18) 01/10/2021	Common Stock	8,600
Non-Qualified Stock Option (right to buy)	\$ 29.12	12/28/2018		M	700	(19) 06/11/2022	Common Stock	700

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

01/02/2019

__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.
- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$319.15 to \$319.97, 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.
- (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$320.31 to \$321.17, 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 \$321.50 to \$322.45, 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 \$322.65 to \$323.47, 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 \$323.69 to \$324.68, 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 \$325.17 to \$325.90, 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 \$326.23 to \$327.20, 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.
- (8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$328.60 to \$328.87, 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 \$330.00 to \$330.87, 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 \$331.07 to \$332.04, 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 \$332.10 to \$332.99, 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.
- (12) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$333.24 to \$334.22, 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)

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- (14) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$334.38 to \$335.28, 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) 1/4th of the shares subject to the option became equally vested and exercisable on each of January 21, 2011, October 1, 2011, September 12, 2012, and June 4, 2013.
- (16) 100% of the shares subject to the option became vested and exercisable on March 14, 2011.
- (17) 100% of the shares subject to the option became vested and exercisable on January 9, 2012.
- (18) 1,041 of the shares subject to the option became vested and exercisable on February 10, 2011 and 1/48th of the shares subject to the option became vested and exercisable each month thereafter such that all shares subject to the Option became fully vested and exercisable by January 10, 2015.
- (19) 100% of the shares subject to the option became vested and exercisable on June 11, 2012.

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.