Straubel Jeffrey B
Form 4
January 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)
01/28/2019

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	01/28/2019		M(1)		15,000	A	$ 28.45	321,398	D	
Common Stock	01/28/2019		S(1)		600	D	$ 288.52 (2)	320,798	D	
Common Stock	01/28/2019		S(1)		1,300	D	$ 289.78 (3)	319,498	D	
Common Stock	01/28/2019		S(1)		1,500	D	$ 290.78 (4)	317,998	D	

Common Stock	01/28/2019		S(1)	1,700	D	$ 292.09 (5)	316,298	D	
Common Stock	01/28/2019		S(1)	2,060	D	$ 293.21 (6)	314,238	D	
Common Stock	01/28/2019		S(1)	1,000	D	$ 294.3 (7)	313,238	D	
Common Stock	01/28/2019		S(1)	2,600	D	$ 295.3 (8)	310,638	D	
Common Stock	01/28/2019		S(1)	3,940	D	$ 296.24 (9)	306,698	D	
Common Stock	01/28/2019		S(1)	300	D	$ 297.06 (10)	306,398	D	

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

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SEC 1474 (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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	$ 28.45	01/28/2019		M			15,000	(11)	01/10/2021	Common Stock	15,0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			Chief Technical Officer	

Straubel Jeffrey B
C/O TESLA, INC.
3500 DEER CREEK ROAD
PALO ALTO, CA 94304

Signatures

By: Aaron Beckman, Power of Attorney For: Jeffrey B. Straubel	01/30/2019
**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 $288.15 to $288.83, 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 $289.20 to $290.19, 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 $290.47 to $291.35, 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 $291.56 to $292.51, 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 $292.66 to $293.63, 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 $293.79 to $294.78, 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 $294.80 to $295.76, 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 $295.80 to $296.79, 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 $296.90 to $297.27 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)	

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.

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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