Buss Brad W
Form 4
February 19, 2019

FORM 4

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

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

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).

(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)
02/14/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	02/14/2019		M[(1)]		16,666	A	$ 30.08	18,206	D	
Common Stock	02/14/2019		M[(1)]		2,605	A	$ 29.66	20,811	D	
Common Stock	02/14/2019		S[(1)]		1,000	D	$ 301.861 [(2)]	19,811	D	
Common Stock	02/14/2019		S[(1)]		6,689	D	$ 302.906 [(3)]	13,122	D	
	02/14/2019		S[(1)]		4,547	D		8,575	D	

Common Stock						$ 303.673 (4)			
Common Stock	02/14/2019		S(1)	3,135	D	$ 304.804 (5)	5,440	D	
Common Stock	02/14/2019		S(1)	3,800	D	$ 305.877 (6)	1,640	D	
Common Stock	02/14/2019		S(1)	100	D	$ 306.5	1,540	D	
Common Stock							11,808	I	Buss Family Trust

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

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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 Amou 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)	$ 29.66	02/14/2019		M(1)			2,605	(7)	06/12/2019	Common Stock	2,6
Non-Qualified Stock Option (right to buy)	$ 30.08	02/14/2019		M(1)			16,666	(8)	06/08/2019	Common Stock	16,6

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 — 02/19/2019

**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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $301.32 to $302.28, 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.

(3) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $302.37 to $303.34, 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 $303.37 to $304.29, 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 $304.37 to $305.35, 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.

(6) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $305.41 to $306.32, 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) 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.

(8) 100% of the shares subject to the option became vested and exercisable on June 8, 2013.

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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