

Guillen Jerome M
 Form 4
 December 06, 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 *
 Guillen Jerome M

2. Issuer Name and Ticker or Trading Symbol
 Tesla, Inc. [TSLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O TESLA, INC, 3500 DEER CREEK ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/03/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President, Automotive

PALO ALTO, CA 94304
 (City) (State) (Zip)

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

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	12/03/2018		M ⁽¹⁾		1,000	A	\$ 139.34 8,598	D
Common Stock	12/03/2018		S ⁽¹⁾		1,000	D	\$ 360.28 7,598	D
Common Stock	12/05/2018		M ⁽²⁾		285	A	\$ 0 7,883	D
Common Stock	12/05/2018		F ⁽³⁾		143	D	\$ 356.01 7,740	D
Common Stock	12/05/2018		M ⁽²⁾		242	A	\$ 0 7,982	D

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Common Stock 12/05/2018 F⁽³⁾ 122 D \$ 355.998 7,860 D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 139.34	12/03/2018		M	1,000	⁽⁴⁾ 01/13/2024	Common Stock	1,000
Restricted Stock Unit	\$ 0	12/05/2018		M	285	⁽⁵⁾ ⁽⁵⁾	Common Stock	285
Restricted Stock Unit	\$ 0	12/05/2018		M	242	⁽⁶⁾ ⁽⁶⁾	Common Stock	242

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Guillen Jerome M C/O TESLA, INC 3500 DEER CREEK ROAD PALO ALTO, CA 94304			President, Automotive	

Signatures

By: Aaron Beckman, Power of Attorney For: Jerome Guillen 12/06/2018

__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 sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 11, 2018.
- (2) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on December 5, 2018.
PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY
- (3) WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.
1/4th of the shares subject to the option vested and became exercisable on each of October 6, 2015, May 15, 2017, and July 30, 2017, and
- (4) the remainder of the shares subject to the option shall become vested and exercisable upon achievement of a certain performance milestone specified in the option agreement.
- (5) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2016, and 1/16th of the total units initially subject to this award vest every three months thereafter.
- (6) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter.

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.