

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Straubel Jeffrey B</u> (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 <u>Tesla, Inc. [TSLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/28/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	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	
Common Stock	12/28/2018		S ⁽¹⁾		400	D	\$319.635 ⁽²⁾	320,998	D	
Common Stock	12/28/2018		S ⁽¹⁾		500	D	\$320.748 ⁽³⁾	320,498	D	
Common Stock	12/28/2018		S ⁽¹⁾		864	D	\$322.014 ⁽⁴⁾	319,634	D	
Common Stock	12/28/2018		S ⁽¹⁾		7,500	D	\$323.23 ⁽⁵⁾	312,134	D	
Common Stock	12/28/2018		S ⁽¹⁾		607	D	\$324.103 ⁽⁶⁾	311,527	D	
Common Stock	12/28/2018		S ⁽¹⁾		700	D	\$325.497 ⁽⁷⁾	310,827	D	
Common Stock	12/28/2018		S ⁽¹⁾		300	D	\$326.66 ⁽⁸⁾	310,527	D	
Common Stock	12/28/2018		S ⁽¹⁾		300	D	\$328.703 ⁽⁹⁾	310,227	D	
Common Stock	12/28/2018		S ⁽¹⁾		700	D	\$330.523 ⁽¹⁰⁾	309,527	D	
Common Stock	12/28/2018		S ⁽¹⁾		1,000	D	\$331.477 ⁽¹¹⁾	308,527	D	
Common Stock	12/28/2018		S ⁽¹⁾		800	D	\$332.568 ⁽¹²⁾	307,727	D	
Common Stock	12/28/2018		S ⁽¹⁾		1,029	D	\$333.691 ⁽¹³⁾	306,698	D	
Common Stock	12/28/2018		S ⁽¹⁾		300	D	\$334.893 ⁽¹⁴⁾	306,398	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$23.25	12/28/2018		M			350	(16)	03/14/2021	Common Stock	350	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$27.25	12/28/2018		M			350	(17)	01/09/2022	Common Stock	350	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$28.45	12/28/2018		M			8,600	(18)	01/10/2021	Common Stock	8,600	\$0.0	37,191	D	
Non-Qualified Stock Option (right to buy)	\$29.12	12/28/2018		M			700	(19)	06/11/2022	Common Stock	700	\$0.0	0	D	

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.

13. 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.

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.

By: Aaron Beckman, Power of
Attorney For: Jeffrey B 01/02/2019
Straubel

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY - SECURITIES LAW COMPLIANCE

The undersigned, as an Officer of Tesla, Inc. (the "Company"), hereby constitutes and appoints Dane Butswinkas, Jonathan Chang, Yun Huh, Aaron Beckman and each of them, the undersigned's true and lawful attorney-in-fact and agent to complete and execute such Forms 144, Forms 3, 4 and 5 and other forms as such attorney shall in his discretion determine to be required or advisable pursuant to Rule 144 promulgated under the Securities Act of 1933 (as amended), Section 16 of the Securities Exchange Act of 1934 (as amended) and the rules and regulations promulgated thereunder, or any successor laws and regulations, as a consequence of the undersigned's ownership, acquisition or disposition of securities of the Company, and to do all acts necessary in order to file such forms with the Securities and Exchange Commission, any securities exchange or national association, the Company and such other person or agency as the attorney shall deem appropriate. The undersigned hereby ratifies and confirms all that said attorneys-in-fact and agents shall do or cause to be done by virtue hereof.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company unless earlier revoked by the undersigned in a writing delivered to the foregoing attorneys-in-fact.

This Limited Power of Attorney is executed at 3500 Deer Creek Road, Palo Alto CA 94304, as of the date set forth below.

/s/Jeffrey B Straubel

WITNESS

Aaron Beckman

January 2, 2019