

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>07/29/2019</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	07/29/2019		S <sup>(1)</sup>		3,675	D	\$226.863 <sup>(2)</sup>	287,723	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		1,600	D	\$227.777 <sup>(3)</sup>	286,123	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		2,100	D	\$228.883 <sup>(4)</sup>	284,023	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		1,100	D	\$229.664 <sup>(5)</sup>	282,923	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		700	D	\$230.913 <sup>(6)</sup>	282,223	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		1,400	D	\$232.299 <sup>(7)</sup>	280,823	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		970	D	\$233.334 <sup>(8)</sup>	279,853	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		600	D	\$234.312 <sup>(9)</sup>	279,253	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		2,655	D	\$235.158 <sup>(10)</sup>	276,598	D	
Common Stock	07/29/2019		S <sup>(1)</sup>		200	D	\$235.795 <sup>(11)</sup>	276,398	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- As announced on July 24, 2019, the reporting person will be departing from his position as Tesla, Inc.'s Chief Technical Officer and will transition to a senior advisor role. The stock sales reported on this Form 4 were automatically effected pursuant to an existing pre-determined Rule 10b5-1 trading plan previously 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 \$226.370 to \$227.340, 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 \$227.380 to \$228.290, 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 \$228.380 to \$229.350 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 \$229.380 to \$230.080 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 \$230.400 to \$231.360 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 \$231.620 to \$232.610 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 \$232.750 to \$233.710 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 \$233.750 to \$234.700 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 \$234.760 to \$235.740 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 \$235.760 to \$235.830 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.

By: Aaron Beckman, Power of  
Attorney For: Jeffrey B. Straubel      07/31/2019

\*\* 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.

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