

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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* Buss Brad W			2. Issuer Name and Ticker or Trading Symbol Tesla, Inc. [TSLA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/14/2019			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O TESLA, INC. 3500 DEER CREEK ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PALO ALTO	CA	94304					
(City)	(State)	(Zip)						

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	
Common Stock	02/14/2019		S ⁽¹⁾		4,547	D	\$303.673 ⁽⁴⁾	8,575	D	
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

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						Title
Non-Qualified Stock Option (right to buy)	\$29.66	02/14/2019		M ⁽¹⁾		2,605	(7)	06/12/2019	Common Stock	2,605	\$0.0	57,811	D	
Non-Qualified Stock Option (right to buy)	\$30.08	02/14/2019		M ⁽¹⁾		16,666	(8)	06/08/2019	Common Stock	16,666	\$0.0	0	D	

Explanation of Responses:

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.

By: Jonathan Chang, Power of Attorney For: Brad W. Buss 02/19/2019

** 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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