

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Baglino Andrew D</u> (Last) (First) (Middle) <u>C/O TESLA, INC.</u> <u>3500 DEER CREEK ROAD</u> (Street) <u>PALO ALTO CA 94304</u> (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>SVP Powertrain and Energy Eng.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2020</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/20/2020		M		998	A	\$241.93	4,805	D	
Common Stock	02/20/2020		M		1,000	A	\$258.18	5,805	D	
Common Stock	02/20/2020		M		1,000	A	\$313.56	6,805	D	
Common Stock	02/20/2020		M		1,000	A	\$207.85	7,805	D	
Common Stock	02/20/2020		S		4,000	D	\$891.928 ⁽¹⁾	3,805	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
Non-Qualified Stock Option (right to buy)	\$241.93	02/20/2020		M			998	(2)	11/10/2024	Common Stock	998	\$0.0	6,020	D	
Non-Qualified Stock Option (right to buy)	\$207.85	02/20/2020		M			1,000	(3)	01/11/2026	Common Stock	1,000	\$0.0	6,335	D	
Non-Qualified Stock Option (right to buy)	\$313.56	02/20/2020		M			1,000	(4)	03/19/2028	Common Stock	1,000	\$0.0	13,046	D	
Non-Qualified Stock Option (right to buy)	\$258.18	02/20/2020		M			1,000	(5)	07/19/2029	Common Stock	1,000	\$0.0	40,725	D	

Explanation of Responses:

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$891.6187 to \$892.3927, 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.
- 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 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 with an expiration date of November 10, 2024.
- Represents part of a single option award grant, including Incentive Stock Options, initially for an aggregate 26,479 shares. 1/48th of the aggregate shares subject to the option became vested and exercisable on February 11, 2016 and 1/48th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter, so that all such shares subject to this award became fully vested on January 11, 2020.

4. Represents part of a single option award grant, including Incentive Stock Options, initially for an aggregate 15,000 shares. 1/60th of the aggregate shares subject to the option became vested and exercisable on March 27, 2018 and 1/60th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter, so that all such shares subject to this award will be fully vested on December 27, 2022.

5. Represents part of a single option award grant, including Incentive Stock Options, initially for an aggregate 42,112 shares. 1/60th of the aggregate shares subject to the option became vested and exercisable on July 24, 2019 and 1/60th of the shares subject to the option become vested and exercisable on each monthly anniversary thereafter, so that all such shares subject to this award will be fully vested on April 24, 2024.

By: Aaron Beckman, Power of
Attorney For: Andrew D. Baglino 02/24/2020

** 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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