

TESLA, INC.
Reported by
STRAUBEL JEFFREY B

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 05/10/17 for the Period Ending 05/08/17

Address	3500 DEER CREEK RD PALO ALTO, CA 94070
Telephone	650-681-5000
CIK	0001318605
Symbol	TSLA
SIC Code	3711 - Motor Vehicles and Passenger Car Bodies
Industry	Auto & Truck Manufacturers
Sector	Consumer Cyclical
Fiscal Year	12/31

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 * Straubel Jeffrey B (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 Tesla, Inc. [TSLA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Technical Officer
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/8/2017</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/8/2017 (1)		M (1)		109593 (1)	A	\$14.17	435922 (2)	D	
Common Stock	5/8/2017 (1)		M (1)		7057 (1)	A	\$14.17	442979	D	
Common Stock	5/8/2017 (1)		M (1)		2450 (1)	A	\$14.17	445429	D	
Common Stock	5/8/2017 (1)		S (1)		39203 (1)	D	\$306.601 (3)	406226	D	
Common Stock	5/8/2017 (1)		S (1)		45682 (1)	D	\$307.328 (4)	360544	D	
Common Stock	5/8/2017 (1)		S (1)		9234 (1)	D	\$308.413 (5)	351310	D	
Common Stock	5/8/2017 (1)		S (1)		6072 (1)	D	\$309.461 (6)	345238	D	
Common Stock	5/8/2017 (1)		S (1)		5409 (1)	D	\$310.276 (7)	339829	D	
Common Stock	5/8/2017 (1)		S (1)		400 (1)	D	\$311.288 (8)	339429	D	
Common Stock	5/9/2017 (1)		S (1)		100 (1)	D	\$318.79	339329	D	
Common Stock	5/9/2017 (1)		S (1)		1074 (1)	D	\$319.664 (9)	338255	D	
Common Stock	5/9/2017 (1)		S (1)		1500 (1)	D	\$320.813 (10)	336755	D	
Common Stock	5/9/2017 (1)		S (1)		426 (1)	D	\$321.475 (11)	336329	D	
Common Stock	5/9/2017 (1)		M (1)		4209 (1)	A	\$28.45	340538	D	
Common Stock	5/9/2017 (1)		M (1)		7493 (1)	A	\$31.49	348031	D	
Common Stock	5/9/2017 (1)		M (1)		270 (1)	A	\$249.92	348301	D	

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$28.45	5/9/2017 (1)		M (1)		4209 (1)	(12)	1/10/2021	Common Stock	4209	\$0.0	0	D	
Incentive Stock Option (right to buy)	\$31.49	5/9/2017 (1)		M (1)		7493 (1)	(12)	2/13/2022	Common Stock	7493	\$0.0	0	D	

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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				
Incentive Stock Option (right to buy)	\$249.92	5/9/2017 (1)		M (1)		270 (1)		(13)	4/11/2026	Common Stock	270	\$0.0	1467	D	
Non-Qualified Stock Option (right to buy)	\$14.17	5/8/2017 (1)		M (1)		2450 (1)		(14)	6/11/2017	Common Stock	2450	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.17	5/8/2017 (1)		M (1)		109593 (1)		(15)	6/11/2017	Common Stock	109593	\$0.0	0	D	
Non-Qualified Stock Option (right to buy)	\$14.17	5/8/2017 (1)		M (1)		7057 (1)		(15)	6/11/2017	Common Stock	7057	\$0.0	0	D	

Explanation of Responses:

- (1) On May 8, 2017, the reporting person exercised long held stock options to purchase 119,100 shares of Tesla's common stock. These stock options were set to expire on June 11, 2017 if left unexercised. On May 9, 2017, the reporting person exercised additional stock options to purchase 11,972 shares of Tesla common stock. In connection with these exercises, the reporting person incurred significant exercise costs and tax liability. A substantial portion of the shares sold pursuant to transactions reported on this Form 4 was used to cover such exercise costs and tax liability. The net effect of the transactions reported on this Form 4 is to increase the reporting person's holdings in Tesla by 22,064 shares.
- (2) Amount of securities beneficially owned includes 92 shares acquired under the Tesla, Inc. Employee Stock Purchase Plan on February 28, 2017.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$305.99 to \$306.98, 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 for this 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 \$306.99 to \$307.98, 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 for this 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 \$307.99 to \$308.98, 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 for this 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 \$308.99 to \$309.98, 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 for this 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 \$309.99 to \$310.95, 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 for this 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 \$311.00 to \$311.46, 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 for this 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 \$319.20 to \$320.04, 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 for this 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 \$320.24 to \$321.24, 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 for this 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 \$321.32 to \$321.64, 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 for this in this footnote.
- (12) 1/48th of the shares subject to the option will vest on each monthly anniversary of the grant date, so that all such shares will be vested as of the fourth anniversary of the grant date.
- (13) 1/8th of the shares subject to the option became vested and exercisable on October 11, 2016 and 1/48th of the shares subject to the option shall become vested and exercisable every month thereafter.
- (14) 1/48th of the shares subject to the option become vested and exercisable on July 3, 2010 and each month thereafter.
- (15) Shares subject to the option become vested and exercisable upon the Issuer's achievement of certain performance objectives set forth in the option agreement.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Straubel Jeffrey B C/O TESLA, INC 3500 DEER CREEK ROAD PALO ALTO, CA 94304			Chief Technical Officer	

Signatures

By: Jonathan Chang, Power of Attorney For: Jeffrey B Straubel

5/10/2017

**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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