

TESLA, INC.
Reported by
FIELD JOHN DOUGLAS

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 03/07/17 for the Period Ending 03/05/17

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

OMB APPROVAL
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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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
FIELD JOHN DOUGLAS			Tesla, Inc. [TSLA]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP, Engineering		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O TESLA, INC., 3500 DEER CREEK ROAD			3/5/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
PALO ALTO, CA 94304						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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	3/5/2017		M	(1)	3592	A	\$0	19725	D	
Common Stock	3/5/2017		M	(1)	563	A	\$0	20288	D	
Common Stock	3/5/2017		M	(1)	189	A	\$0	20477	D	
Common Stock	3/5/2017		M	(1)	530	A	\$0	21007	D	
Common Stock	3/6/2017		F	(2)	1384	D	\$247.922	19623	D	
Common Stock	3/6/2017		F	(2)	242	D	\$247.925	19381	D	
Common Stock	3/6/2017		F	(2)	281	D	\$247.924	19100	D	
Common Stock	3/6/2017		F	(2)	101	D	\$247.925	18999	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				
Restricted Stock Unit	\$0	3/5/2017		M		3592	(3)	(3)	Common Stock	3592	\$0	7185	D	
Restricted Stock Unit	\$0	3/5/2017		M		563	(4)	(4)	Common Stock	563	\$0	5066	D	
Restricted Stock Unit	\$0	3/5/2017		M		189	(5)	(5)	Common Stock	189	\$0	2078	D	
Restricted Stock Unit	\$0	3/5/2017		M		530	(6)	(6)	Common Stock	530	\$0	6890	D	

Explanation of Responses:

- (1) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on March 5, 2017.
- (2) PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, THESE SHARES OF COMMON STOCK WERE AUTOMATICALLY WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.
- (3) 21,555 of the restricted units included in this grant commenced vesting in six equal quarterly installments beginning June 5, 2016.
- (4) 7,318 of the restricted units included in this grant commenced vesting in thirteen equal quarterly installments beginning June 5, 2016.

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5) 2,834 of the restricted units included in this grant commenced vesting in fifteen equal quarterly installments beginning June 5, 2016.

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6) 1,060 of the restricted units included in this grant vested on December 5, 2016 and the remaining 7,420 will commence vesting in fourteen equal quarterly installments beginning March 5, 2017.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FIELD JOHN DOUGLAS C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304			VP, Engineering	

Signatures

Jon McNeill

3/7/2017

—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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