

FIELD JOHN DOUGLAS
 Form 4
 December 07, 2017

FORM 4

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

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 FIELD JOHN DOUGLAS

(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]

3. Date of Earliest Transaction (Month/Day/Year)
 12/05/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP, Engineering

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	12/05/2017		M ⁽¹⁾		189	A	\$ 0	21,213	D	
Common Stock	12/05/2017		M ⁽¹⁾		563	A	\$ 0	21,776	D	
Common Stock	12/05/2017		M ⁽¹⁾		530	A	\$ 0	22,306	D	
Common Stock	12/06/2017		F ⁽²⁾		100	D	\$ 300.01	22,206	D	
Common Stock	12/06/2017		F ⁽²⁾		298	D	\$ 300.033	21,908	D	

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Common Stock 12/06/2017 F(2) 280 D \$ 300.034 21,628 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V (A) (D)			
Restricted Stock Unit	\$ 0	12/05/2017		M	563	(3)	(3)	Common Stock	563	\$ 0
Restricted Stock Unit	\$ 0	12/05/2017		M	189	(4)	(4)	Common Stock	189	\$ 0
Restricted Stock Unit	\$ 0	12/05/2017		M	530	(5)	(5)	Common Stock	530	\$ 0

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			Senior VP, Engineering	

Signatures

Aaron Beckman, Power of Attorney for John Douglas Field 12/07/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on December 5, 2017.
PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, THESE SHARES OF COMMON STOCK WERE
- (2) 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) 7,318 of the restricted units included in this grant commenced vesting in thirteen equal quarterly installments beginning June 5, 2016.
- (4) 2,834 of the restricted units included in this grant commenced vesting in fifteen equal quarterly installments beginning June 5, 2016.
- (5) 1,060 of the restricted units included in this grant vested on December 5, 2016 and the remaining 7,420 commenced vesting in fourteen equal quarterly installments beginning March 5, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.