

Straubel Jeffrey B
Form 4
January 02, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

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]

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below) below)

Chief Technical Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 | 12/28/2018 | | M ⁽¹⁾ | | 5,000 | A | \$ 20.72 | 311,398 | D |
| Common Stock | 12/28/2018 | | M ⁽¹⁾ | | 8,600 | A | \$ 28.45 | 319,998 | D |
| Common Stock | 12/28/2018 | | M ⁽¹⁾ | | 350 | A | \$ 27.25 | 320,348 | D |
| Common Stock | 12/28/2018 | | M ⁽¹⁾ | | 350 | A | \$ 23.25 | 320,698 | D |
| Common Stock | 12/28/2018 | | M ⁽¹⁾ | | 700 | A | \$ 29.12 | 321,398 | D |

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| | | | | | | | |
|--------------|------------|-------------|-------|---|-----------------------|---------|---|
| Common Stock | 12/28/2018 | <u>S(1)</u> | 400 | D | \$ 319.635 (2) | 320,998 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 500 | D | \$ 320.748 (3) | 320,498 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 864 | D | \$ 322.014 (4) | 319,634 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 7,500 | D | \$ 323.23 (5) | 312,134 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 607 | D | \$ 324.103 (6) | 311,527 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 700 | D | \$ 325.497 (7) | 310,827 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 300 | D | \$ 326.66 (8) | 310,527 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 300 | D | \$ 328.703 (9) | 310,227 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 700 | D | \$ 330.523 (10) | 309,527 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 1,000 | D | \$ 331.477 (11) | 308,527 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 800 | D | \$ 332.568 (12) | 307,727 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 1,029 | D | \$ 333.691 (13) | 306,698 | D |
| Common Stock | 12/28/2018 | <u>S(1)</u> | 300 | D | \$ 334.893 (14) | 306,398 | D |

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

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SEC 1474
(9-02)

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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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 20.72 | 12/28/2018 | | M | 5,000 | (15) 09/13/2020 | Common Stock 5,000 |
| Non-Qualified Stock Option (right to buy) | \$ 23.25 | 12/28/2018 | | M | 350 | (16) 03/14/2021 | Common Stock 350 |
| Non-Qualified Stock Option (right to buy) | \$ 27.25 | 12/28/2018 | | M | 350 | (17) 01/09/2022 | Common Stock 350 |
| Non-Qualified Stock Option (right to buy) | \$ 28.45 | 12/28/2018 | | M | 8,600 | (18) 01/10/2021 | Common Stock 8,600 |
| Non-Qualified Stock Option (right to buy) | \$ 29.12 | 12/28/2018 | | M | 700 | (19) 06/11/2022 | Common Stock 700 |

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: Aaron Beckman, Power of Attorney For: Jeffrey B Straubel

01/02/2019

__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) The stock option exercise and sales reported on this Form 4 were effected pursuant to a pre-determined Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2018.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$319.15 to \$319.97, 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 \$320.31 to \$321.17, 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 \$321.50 to \$322.45, 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 \$322.65 to \$323.47, 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 \$323.69 to \$324.68, 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) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$325.17 to \$325.90, 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.

(8) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$326.23 to \$327.20, 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.

(9) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$328.60 to \$328.87, 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.

(10) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$330.00 to \$330.87, 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.

(11) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$331.07 to \$332.04, 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 forth in this footnote.

(12) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$332.10 to \$332.99, 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.

(13) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$333.24 to \$334.22, 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.

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- (14) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$334.38 to \$335.28, 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.
- (15) 1/4th of the shares subject to the option became equally vested and exercisable on each of January 21, 2011, October 1, 2011, September 12, 2012, and June 4, 2013.
- (16) 100% of the shares subject to the option became vested and exercisable on March 14, 2011.
- (17) 100% of the shares subject to the option became vested and exercisable on January 9, 2012.
- (18) 1,041 of the shares subject to the option became vested and exercisable on February 10, 2011 and 1/48th of the shares subject to the option became vested and exercisable each month thereafter such that all shares subject to the Option became fully vested and exercisable by January 10, 2015.
- (19) 100% of the shares subject to the option became vested and exercisable on June 11, 2012.

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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