

Ahuja Deepak
Form 4
June 07, 2018

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 *
Ahuja Deepak

(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)
06/05/2018

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)
Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	06/05/2018		M ⁽¹⁾		2,666	A \$ 0	23,399 D
Common Stock	06/06/2018		F ⁽²⁾		1,329	D \$ 300.52	22,070 D
Common Stock							38,989 I Ahuja Family Trust

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 Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit	\$ 0	06/05/2018		M	2,666	(3) (3)	Common Stock	2,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ahuja Deepak C/O TESLA, INC 3500 DEER CREEK ROAD PALO ALTO, CA 94304			Chief Financial Officer	

Signatures

By: Aaron Beckman, Power of Attorney For: Deepak Ahuja 06/07/2018

**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 June 5, 2018.

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) 1/12th of 31,995 restricted stock units vested on June 5, 2018. The remaining 29,329 restricted stock units will commence vesting in eleven equal quarterly installments beginning September 5, 2018.

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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