

Guillen Jerome M
Form 4
December 06, 2018

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 *
Guillen Jerome M

(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)
12/03/2018

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)

President, Automotive

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	12/03/2018		M ⁽¹⁾		1,000	A	\$ 139.34	8,598	D
Common Stock	12/03/2018		S ⁽¹⁾		1,000	D	\$ 360.28	7,598	D
Common Stock	12/05/2018		M ⁽²⁾		285	A	\$ 0	7,883	D
Common Stock	12/05/2018		F ⁽³⁾		143	D	\$ 356.01	7,740	D
Common Stock	12/05/2018		M ⁽²⁾		242	A	\$ 0	7,982	D

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Common Stock 12/05/2018 F(3) 122 D \$ 355.998 7,860 D

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

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(9-02)

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)	\$ 139.34	12/03/2018		M	1,000	(4) 01/13/2024	Common Stock 1,000
Restricted Stock Unit	\$ 0	12/05/2018		M	285	(5) (5)	Common Stock 285
Restricted Stock Unit	\$ 0	12/05/2018		M	242	(6) (6)	Common Stock 242

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Guillen Jerome M
C/O TESLA, INC
3500 DEER CREEK ROAD
PALO ALTO, CA 94304

President, Automotive

Signatures

By: Aaron Beckman, Power of Attorney For: Jerome Guillen

12/06/2018

**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) The sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 11, 2018.

(2) Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on December 5, 2018.

PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, SHARES OF COMMON STOCK WERE AUTOMATICALLY
(3) 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.

1/4th of the shares subject to the option vested and became exercisable on each of October 6, 2015, May 15, 2017, and July 30, 2017, and
(4) the remainder of the shares subject to the option shall become vested and exercisable upon achievement of a certain performance
milestone specified in the option agreement.

(5) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2016, and 1/16th of the total units initially
subject to this award vest every three months thereafter.

(6) 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2017, and 1/16th of the total units initially
subject to this award vest every three months thereafter.

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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