Gracias Antonio J.
Form 4
March 14, 2019

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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
OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Gracias Antonio J.

(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)
03/12/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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	03/12/2019		M (1)		6,800	A	$ 29.66	16,792	D	
Common Stock	03/12/2019		M (1)		400	A	$ 29.66	17,192	D	
Common Stock	03/12/2019		S (1)		1,290	D	$ 281.817 (2)	15,902	D	
Common Stock	03/12/2019		S (1)		3,110	D	$ 283.005 (3)	12,792	D	
	03/12/2019		S (1)		2,080	D		10,712	D	

Common Stock						$ 283.692 (4)			
Common Stock	03/12/2019		S(1)	1,410	D	$ 284.665 (5)	9,302	D	
Common Stock	03/12/2019		S(1)	400	D	$ 285.865 (6)	8,902	D	
Common Stock	03/12/2019		S(1)	100	D	$ 287.03	8,802	D	
Common Stock	03/13/2019		M(1)	7,200	A	$ 29.66	16,002	D	
Common Stock	03/13/2019		S(1)	1,190	D	$ 283.468 (7)	14,812	D	
Common Stock	03/13/2019		S(1)	1,400	D	$ 286.446 (8)	13,412	D	
Common Stock	03/13/2019		S(1)	2,800	D	$ 287.408 (9)	10,612	D	
Common Stock	03/13/2019		S(1)	1,500	D	$ 288.6 (10)	9,112	D	
Common Stock	03/13/2019		S(1)	700	D	$ 289.79 (11)	8,412	D	
Common Stock	03/13/2019		S(1)	700	D	$ 291.061 (12)	7,712	D	
Common Stock	03/13/2019		S(1)	100	D	$ 291.665	7,612	D	
Common Stock							271,778	I	by AJG Growth Fund (13)
Common Stock							4,253	I	by VEM II (14)

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

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SEC 1474 (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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Non-Qualified Stock Option (right to buy)	$ 29.66	03/12/2019		M			6,800	(15)	06/12/2019	Common Stock	6,80
Non-Qualified Stock Option (right to buy)	$ 29.66	03/12/2019		M			400	(16)	06/12/2019	Common Stock	400
Non-Qualified Stock Option (right to buy)	$ 29.66	03/13/2019		M			7,200	(16)	06/12/2019	Common Stock	7,20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gracias Antonio J. C/O TESLA, INC. 3500 DEER CREEK ROAD PALO ALTO, CA 94304	X			

Signatures

By: Jonathan Chang, Power of Attorney For: Antonio J. Gracias	03/14/2019
**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 sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 5, 2018.

(2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $281.310 to $282.250, 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 $282.340 to $283.330, 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 $283.360 to $284.255, 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 $284.390 to $285.125, 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 $285.400 to $286.090, 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 $283.200 to $283.640, 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 $286.000 to $286.960, 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 $287.000 to $287.860, 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 $288.200 to $288.995, 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 $289.400 to $290.150, 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 $290.520 to $291.320, 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) These shares are owned directly by AJG Growth Fund LLC. The reporting person is the manager of AJG Growth Fund LLC and may be deemed to have an indirect pecuniary interest in the shares owned by AJG Growth Fund LLC. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(14) These shares are owned directly by Valor Equity Management II, LP. The reporting person is the manager of Valor Equity Management II, LP and may be deemed to have an indirect pecuniary interest in the shares owned by Valor Equity Management II, LP. The reporting person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein.

(15) 1/24th of the shares granted became vested and exercisable as of each monthly anniversary beginning on July 8, 2013, such that all shares subject to the Option were fully vested and exercisable by June 8, 2015.

(16) This stock option award is a triennial equity award granted pursuant to the Company's 2010 Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary beginning on July 12, 2012, such that all shares subject to the Option became fully vested and exercisable by June 12, 2015.

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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