

FIELD JOHN DOUGLAS  
Form 4  
March 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 \*  
FIELD JOHN DOUGLAS

(Last) (First) (Middle)  
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)  
03/05/2018

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)  
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 Ownership (Instr. 4) |                       |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |                       |   |
| Common Stock                    | 03/05/2018                           |  | M <sup>(1)</sup>               |   | 189   | A  | \$ 0                              | 18,442 <sup>(2)</sup> | D |
| Common Stock                    | 03/05/2018                           |  | M <sup>(1)</sup>               |   | 530   | A  | \$ 0                              | 18,972                | D |
| Common Stock                    | 03/05/2018                           |  | M <sup>(1)</sup>               |   | 563   | A  | \$ 0                              | 19,535                | D |
| Common Stock                    | 03/05/2018                           |  | M <sup>(1)</sup>               |   | 3,042   | A  | \$ 0                              | 22,577                | D |
| Common Stock                    | 03/06/2018                           |  | F <sup>(3)</sup>               |   | 78  | D  | \$ 333.75                         | 22,499                | D |

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|              |            |                  |       |   |           |        |   |
|--------------|------------|------------------|-------|---|-----------|--------|---|
| Common Stock | 03/06/2018 | F <sup>(3)</sup> | 184   | D | \$ 333.75 | 22,315 | D |
| Common Stock | 03/06/2018 | F <sup>(3)</sup> | 196   | D | \$ 333.75 | 22,119 | D |
| Common Stock | 03/06/2018 | F <sup>(3)</sup> | 1,258 | D | \$ 333.75 | 20,861 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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 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. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                                | (D)                        |
| Restricted Stock Unit                      | \$ 0   | 03/05/2018                           |  | M                              | 563   | (4)  | (4)   | Common Stock                       | 563                        |
| Restricted Stock Unit                      | \$ 0   | 03/05/2018                           |  | M                              | 189   | (5)  | (5)   | Common Stock                       | 189                        |
| Restricted Stock Unit                      | \$ 0   | 03/05/2018                           |  | M                              | 530   | (6)  | (6)   | Common Stock                       | 530                        |
| Restricted Stock Unit                      | \$ 0   | 03/05/2018                           |  | M                              | 3,042   | (7)  | (7)   | Common Stock                       | 3,042                      |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| FIELD JOHN DOUGLAS<br>3500 DEER CREEK ROAD<br>PALO ALTO, CA 94304 |               |           | Senior VP, Engineering |       |

## Signatures

Aaron Beckman, Power of Attorney for John Douglas  
Field

03/07/2018

\_\_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 March 5, 2018.
  - (2) Amount of securities beneficially owned includes 25 shares acquired under the Tesla, Inc. Employee Stock Purchase Plan on February 28, 2018.  
  
PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, THESE SHARES OF COMMON STOCK WERE
  - (3) 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.
  - (4) 1,689 of the restricted stock units included in this grant vested on March 5, 2016 and the remaining 7,318 shares commenced vesting in thirteen equal quarterly installments beginning June 5, 2016
  - (5) The restricted stock units included in this grant commenced vesting in sixteen equal quarterly installments beginning March 5, 2016.
  - (6) 1,060 of the restricted stock units included in this grant vested on December 5, 2016 and the remaining 7,420 shares commenced vesting in fourteen equal quarterly installments beginning March 5, 2017.
  - (7) 3,042 of the restricted stock units included in this grant vested on March 5, 2018 and the remaining 21,289 shares will commence vesting in fourteen equal quarterly installments beginning June 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. 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.