

FIELD JOHN DOUGLAS  
Form 4  
June 07, 2018

# FORM 4

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

OMB APPROVAL

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## 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)

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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Senior VP, Engineering

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |                                   |   |
| Common Stock                    | 06/05/2018                           |  | M <sup>(1)</sup>               |   | 563   | \$ 0   | 20,424                            | D |
| Common Stock                    | 06/05/2018                           |  | M <sup>(1)</sup>               |   | 530   | \$ 0   | 20,954                            | D |
| Common Stock                    | 06/05/2018                           |  | M <sup>(1)</sup>               |   | 1,520   | \$ 0   | 22,474                            | D |
| Common Stock                    | 06/05/2018                           |  | M <sup>(1)</sup>               |   | 189   | \$ 0   | 22,663                            | D |
| Common Stock                    | 06/06/2018                           |  | F <sup>(2)</sup>               |   | 95  | \$ 300.52  | 22,568                            | D |

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|              |            |                  |     |   |           |        |   |
|--------------|------------|------------------|-----|---|-----------|--------|---|
| Common Stock | 06/06/2018 | F <sup>(2)</sup> | 281 | D | \$ 300.52 | 22,287 | D |
| Common Stock | 06/06/2018 | F <sup>(2)</sup> | 265 | D | \$ 300.52 | 22,022 | D |
| Common Stock | 06/06/2018 | F <sup>(2)</sup> | 758 | D | \$ 300.52 | 21,264 | 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 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   | 06/05/2018                           |  | M                              | 563   | <u>(3)</u>   | <u>(3)</u>  | Common Stock                       | 563                        |
| Restricted Stock Unit                      | \$ 0   | 06/05/2018                           |  | M                              | 189   | <u>(4)</u>   | <u>(4)</u>  | Common Stock                       | 189                        |
| Restricted Stock Unit                      | \$ 0   | 06/05/2018                           |  | M                              | 530   | <u>(5)</u>   | <u>(5)</u>  | Common Stock                       | 530                        |
| Restricted Stock Unit                      | \$ 0   | 06/05/2018                           |  | M                              | 1,520   | <u>(6)</u>   | <u>(6)</u>  | Common Stock                       | 1,520                      |

## Reporting Owners

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

## Signatures

Aaron Beckman, Power of Attorney for John Douglas  
Field

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) 1/5th of 2,814 restricted stock units vested on June 5, 2018. The remaining 2,251 restricted stock units will commence vesting in four quarterly installments beginning September 5, 2018.
- (4) 1/7th of 1,322 restricted stock units vested on June 5, 2018. The remaining 1,133 restricted stock units will commence vesting in six quarterly installments beginning September 5, 2018.
- (5) 1/9th of 4,770 restricted stock units vested on June 5, 2018. The remaining 4,240 restricted stock units will commence vesting in eight quarterly installments beginning September 5, 2018.
- (6) 1/14th of 21,289 restricted stock units vesting on June 5, 2018. The remaining 19,769 restricted stock units will commence vesting in thirteen 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. 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.