FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPROVAL									
	OMB Number:	3235-0287								
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I	hours per response:	0.5								

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* $\underline{Musk\ Elon}$				2. Issuer Name and Ticker or Trading Symbol Tesla, Inc. [TSLA]							Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (Middle)				3. Date of Earliest Transaction (Month/Day/Year) 11/08/2021							X X	Officer (below)	r (give title Other		vner specify	
C/O TESLA, INC.													CE	O		
3500 DEER CREEK ROAD				4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)											X Form filed by One Reporting Person Form filed by More than One Reporting Person					
PALO ALTO CA 94304																
(City)	City) (State) (Zip)															
		Table	ative Sec	urities	Acqu	iired	, Disposed	of, o	Benefici	ially (Owned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date if any (Month/Day/Ye	Date,	Code (Instr.				(A) or Dispo	sed Of	5. Amount of Securities Beneficially Owned Following	es ially Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
						Code	v	Amount	(A) or (D)	Price		Reporte Transac (Instr. 3	tion(s)	(Instr. 4)	(Instr. 4)	
Common Stock			11/08/2021			S ⁽¹⁾		8,202(2)	D	\$1,176.5	585 ⁽³⁾	1,88	39,091	D		
Common Stock 11/08/202			11/08/2021			S ⁽¹⁾		7,049(2)	D	\$1,177.7	,177.721(4) 1,882,0			D		
Common Stock 11/08/202			11/08/2021			S ⁽¹⁾		2,300(2)	D	\$1,178.3	392(5)	1,87	79,742	D		
Common Stock 11/08			11/08/2021			S ⁽¹⁾		10,685(2)	D	\$1,179.7	,179.744 ⁽⁶⁾ 1		69,057	D		
Common Stock 11/08/20			11/08/2021			S ⁽¹⁾		33,171(2)	D	\$1,180.8	30.811 ⁽⁷⁾ 1,835,8		35,886	D		
Common Stock			11/08/2021			S ⁽¹⁾		43,643(2)	D	\$1,181.6	\$1,181.636(8)		92,243	D		
Common Stock			11/08/2021	1		S ⁽¹⁾		42,615(2)	D	\$1,182.718(9)		1,74	19,628	D		
Common Stock			11/08/2021	1		S ⁽¹⁾		78,191 ⁽²⁾	D	\$1,183.754(10)		1,67	71,437	D		
Common Stock			11/08/2021	L		S ⁽¹⁾		72,241(2)	D	\$1,184.681(11)		1,59	99,196	D		
Common Stock 11/08/2			11/08/2021			S ⁽¹⁾		58,512 ⁽²⁾	D	\$1,185.7	791(12)	1,54	10,684	D		
Common Stock 11/08/2			11/08/2021			S ⁽¹⁾		101,589 ⁽²⁾	D	\$1,186.7	779(13)	1,43	39,095	D		
Common Stock 11/08/2021					S ⁽¹⁾		56,428(2)	D	\$1,187.6	554 ⁽¹⁴⁾	1,38	32,667	D			
Common Stock 11/08/2			11/08/2021			S ⁽¹⁾		51,192 ⁽²⁾	D	\$1,188.7	733(15)	1,33	31,475	D		
Common Stock 11/08/202					S ⁽¹⁾		37,430 ⁽²⁾	D	\$1,189.8	82(16)	1,29	94,045	D			
Common Stock 11/08/			11/08/2021			S ⁽¹⁾		20,199(2)	D	\$1,190.7	708(17)	1,27	73,846	D		
Common Stock 11/0			11/08/2021			S ⁽¹⁾		14,531(2)	D	\$1,191.6	522(18)	1,25	59,315	D		
Common Stock 11/08/2021					S ⁽¹⁾		15,745 ⁽²⁾	D	\$1,192.7	766(19)	1,24	13,570	D			
Common Stock 11/08/2021					S ⁽¹⁾		13,474(2)	D	\$1,193.7	782(20)	1,23	30,096	D			
Common Stock 11/08/2021					S ⁽¹⁾		6,415(2)	D	\$1,194.6	506(21)	1,22	23,681	D			
Common Stock 11/08/2021					S ⁽¹⁾		3,200(2)	D	\$1,196.2	236(22)	1,22	20,481	D			
Common Stock									170,492,9		192,985	I	by Trust ⁽²³⁾			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
1. Title of	2.	3. Transaction	3A. Deemed	ı. 5	5. Num	ber	6. Date Exercisable and		nd 7. Ti	tle and	8.		9. Number o		11. Nature	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	e of ivative (Month/Day/Year)		Transaction of Code (Instr. Deriva 8) Securi		etive (Monti ities red (A) posed (Instr.		tion Date n/Day/Year)	Amo Secu Und Deri	ount of urities erlying vative Secur tr. 3 and 4)	Derivative Security (Instr. 5)		Securities Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
			l İ										(Instr. 4)			

Amount Number Date Expiration Code (A) (D) Exercisable Date Title Shares

Explanation of Responses:

- 1. THE TRANSACTIONS REPORTED ON THIS FORM 4 WERE AUTOMATICALLY EFFECTED PURSUANT TO A RULE 10B5-1 TRADING PLAN PREVIOUSLY ADOPTED ON SEPTEMBER 14, 2021 AND ESTABLISHED BY THE REPORTING PERSON FOR THE PURPOSE OF AN ORDERLY SALE OF SHARES RELATED TO THE EXERCISES OF OPTIONS SCHEDULED TO EXPIRE IN 2022.
- 2. The shares of common stock were sold solely to satisfy the reporting person's tax withholding obligations related to the exercise of stock options to purchase 2,154,572 shares as reported in the first of two Form 4s being filed by the Reporting Person relating to the same event.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,176.150 to \$1,177.140, 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 \$1.177.150 to \$1.178.040, 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 \$1,178.150 to \$1,178.730, 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 \$1,179.200 to \$1,180.190, 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.
- 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 \$1,180.200 to \$1,181.190, 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
- 8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,181.210 to \$1,182.160, 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 \$1,182.210 to \$1,183.200, 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 \$1.183.210 to \$1.184.200, 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 \$1,184.220 to \$1,185.210, 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 \$1,185.220 to \$1,186.200, 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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,186.220 to \$1,187.210, 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.
- 14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,187.220 to \$1,188.200, 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.
- 15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,188.220 to \$1,189.200, 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.
- 16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,189.230 to \$1,190.150, 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.
- 17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,190.250 to \$1,191.240, 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.
- 18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1.191.270 to \$1.192.120, 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.
- 19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,192.270 to \$1,193.260, 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.
- 20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,193.290 to \$1,194.150, 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.
- 21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,194.350 to \$1,195.020, 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.
- 22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,196.000 to \$1,196.600, 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.
- 23. The Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is trustee.

This Form 4 is the second of two Form 4s being filed by the Reporting Person relating to the same event. The Form 4 has been split into two filings to cover all 50 individual transactions that occurred on the same Transaction Date, because the SEC's EDGAR filing system limits a single Form 4 to a maximum of 30 separate transactions. Each Form 4 will be filed by the Reporting Person.

> By: Aaron Beckman by Power of Attorney For: Elon Musk

11/10/2021

** Signature of Reporting Person

Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.