FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number:	3235-0287						
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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

Name and Address of Reporting Person* Musk Elon					2. Issuer Name and Ticker or Trading Symbol Tesla, Inc. [TSLA]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last) (First) (Middle)					3. Date of Earliest Transaction (Month/Day/Year) 11/15/2021									X Director X 10% Owner Officer (give title Value of the pelow) Other (specify below)						
C/O TESLA																CE	O			
3500 DEER CREEK ROAD				4 If	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									
PALO ALTO	O CA								Form filed by More than One Reporting Person											
(City)	(State	e) (Z	ip)																	
		Table	e I - Non-Deriv	ative	e Securi	ities Ac	qui	ired	, Dispos	ed	of, or	Bene	ficial	ly Ov	wned	<u> </u>				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea	Execution r) if any	A. Deemed kecution Da any Month/Day/\	Cod	Transaction Code (Instr.		(D) (Instr. 3, 4 and			uired (A) or Disposed nd 5)				ies ially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							le	v	Amount		(A) or (D)	Price		т	Reported Transaction(s) (Instr. 3 and 4)		(IIISU: 4)	(Instr. 4)		
Common St	ock		11/15/2021	<u> </u>		S ⁽	1)		7,900	2)	D	\$1,0	10.59	(3)	1,3	13,876	D			
Common St	ock		11/15/2021			S ⁽	1)		15,466	(2)	D	\$1,0	11.504	1 ⁽⁴⁾	1,2	98,410	D			
Common St	ock		11/15/2021	L		S(1)		18,190	(2)	D	\$1,0	12.58	7(5)	1,2	80,220	D			
Common St	ock		11/15/2021			S ⁽	1)		11,893	(2)	D	\$1,	013.40	6)	1,2	68,327	D			
Common St	ock		11/15/2021			S ⁽	1)		16,465	(2)	D	\$1,0	14.492	2(7)	1,2	51,862	D			
Common St	ock		11/15/2021			S ⁽	1)		9,510	2)	D	\$1,0	15.693	3(8)	1,2	42,352	D			
Common St	ock		11/15/2021			S ⁽	1)		9,845	2)	D	\$1,0	16.802	2 ⁽⁹⁾	1,2	32,507	D			
Common St	ock		11/15/2021			S	1)		24,868	(2)	D	\$1,01	7.579	(10)	1,2	07,639	D			
Common St	tock		11/15/2021			S(1)		9,500	2)	D	\$1,01	8.674	(11)	1,1	98,139	D			
Common St	tock		11/15/2021	<u> </u>		S	1)		8,027	2)	D	\$ 1,0 1	9.722	(12)	1,1	90,112	D			
Common St	tock		11/15/2021			S ⁽	1)		6,0000	2)	D	\$1,02	0.892	(13)	1,1	84,112	D			
Common St	ock		11/15/2021			S ⁽	1)		3,8000	2)	D	\$1,02	1.843	(14)	1,1	80,312	D			
Common St	ock		11/15/2021	<u> </u>		S ⁽	1)		3,731	2)	D	\$1,02	2.899	(15)	1,1	76,581	D			
Common St	ock		11/15/2021			S ⁽	1)		1,400	2)	D	\$1,02	3.818	3(16)	1,1	75,181	D			
Common St	ock		11/15/2021			S ⁽	1)		300(2)		D	\$1,	026.2	5	1,1	74,881	D			
Common St	tock		11/15/2021			S ⁽	1)		300(2)		D	\$1,02	7.867	7(17)	1,1	74,581	D			
Common Stock		11/15/2021				1)		700(2)		D	\$1,028.934(18)		L(18)	1,173,881		D				
Common Stock 11/		11/15/2021			S ⁽	1)		300(2)		D	\$	1,031		1,1	73,581	D				
Common Stock													166,	285,682	I	by Trust ⁽¹⁹⁾				
		Tal	ble II - Derivat			•		•	•		•		•	Own	ed					
1. Title of	2.	3. Transaction	(e.g., pu	4.		. Number	<u> </u>		-		_		ies)	8 Dri	ice of	9. Number o	of 10.	11. Nature		
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	on Date (Month/Day/Year)	Execution Date, if any	Trans	ransaction of ode (Instr. Deriva		tive (Mon ties ed (A) osed Instr.		e Exercisable and tion Date n/Day/Year)		Amo Secu Unde Deri	7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)			vative durity Str. 5) B	derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)		
							 	Date	Expi	ratio	n	OI No	ımber			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				

Exercisable Date 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 2,107,672 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 \$1,009.960 to \$1,010.950, 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 \$1,010.980 to \$1,011.970, 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 \$1,012.030 to \$1,012.980, 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 \$1,013.040 to \$1,014.000, 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 \$1,014.070 to \$1,015.010, 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 \$1.015.130 to \$1.016.120, 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.
- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,016.150 to \$1,017.140, 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.
- 10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,017.150 to \$1,018.140, 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.
- 11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,018.320 to \$1,019.260, 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.
- 12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,019.490 to \$1,020.440, 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 \$1,020.510 to \$1,021.330, 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.
- 14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,021.530 to \$1,022.480, 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 \$1,022.580 to \$1,023.550, 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 \$1,023.630 to \$1,024.400, 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 \$1,027.640 to \$1,027.980, 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 \$1,028.720 to \$1,029.220, 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 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 48 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 11/15/2021 of Attorney For: Elon Musk

** 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.