

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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* <u>Musk Elon</u> (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 <u>Tesla, Inc. [TSLA]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 11/16/2021 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 11/16/2021 | | M ⁽¹⁾ | | 2,113,761 | A | \$6.24 | 3,287,342 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 13,500 ⁽²⁾ | D | \$1,004.194 ⁽³⁾ | 3,273,842 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 6,738 ⁽²⁾ | D | \$1,007.297 ⁽⁴⁾ | 3,267,104 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 1,400 ⁽²⁾ | D | \$1,009.323 ⁽⁵⁾ | 3,265,704 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 1,000 ⁽²⁾ | D | \$1,010.68 ⁽⁶⁾ | 3,264,704 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 1,000 ⁽²⁾ | D | \$1,012.375 ⁽⁷⁾ | 3,263,704 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 1,100 ⁽²⁾ | D | \$1,014.032 ⁽⁸⁾ | 3,262,604 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 600 ⁽²⁾ | D | \$1,014.76 | 3,262,004 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 1,900 ⁽²⁾ | D | \$1,016.341 ⁽⁹⁾ | 3,260,104 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 3,100 ⁽²⁾ | D | \$1,017.327 ⁽¹⁰⁾ | 3,257,004 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 900 ⁽²⁾ | D | \$1,018.05 | 3,256,104 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 1,000 ⁽²⁾ | D | \$1,019.332 ⁽¹¹⁾ | 3,255,104 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 4,547 ⁽²⁾ | D | \$1,020.702 ⁽¹²⁾ | 3,250,557 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 10,863 ⁽²⁾ | D | \$1,021.67 ⁽¹³⁾ | 3,239,694 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 17,489 ⁽²⁾ | D | \$1,022.887 ⁽¹⁴⁾ | 3,222,205 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 17,493 ⁽²⁾ | D | \$1,023.861 ⁽¹⁵⁾ | 3,204,712 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 14,587 ⁽²⁾ | D | \$1,024.752 ⁽¹⁶⁾ | 3,190,125 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 13,755 ⁽²⁾ | D | \$1,025.914 ⁽¹⁷⁾ | 3,176,370 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 13,610 ⁽²⁾ | D | \$1,026.829 ⁽¹⁸⁾ | 3,162,760 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 5,705 ⁽²⁾ | D | \$1,027.694 ⁽¹⁹⁾ | 3,157,055 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 3,340 ⁽²⁾ | D | \$1,028.649 ⁽²⁰⁾ | 3,153,715 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 2,003 ⁽²⁾ | D | \$1,029.748 ⁽²¹⁾ | 3,151,712 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 10,086 ⁽²⁾ | D | \$1,030.991 ⁽²²⁾ | 3,141,626 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 17,034 ⁽²⁾ | D | \$1,032.245 ⁽²³⁾ | 3,124,592 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 5,365 ⁽²⁾ | D | \$1,033.268 ⁽²⁴⁾ | 3,119,227 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 4,206 ⁽²⁾ | D | \$1,034.394 ⁽²⁵⁾ | 3,115,021 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 4,500 ⁽²⁾ | D | \$1,035.442 ⁽²⁶⁾ | 3,110,521 | D | |
| Common Stock | 11/16/2021 | | S ⁽¹⁾ | | 8,600 ⁽²⁾ | D | \$1,036.402 ⁽²⁷⁾ | 3,101,921 | D | |

| | | | | | | | | | |
|--------------|------------|--|------------------|-----------------------|---|-----------------------------|-----------|---|--|
| Common Stock | 11/16/2021 | | s ⁽¹⁾ | 11,280 ⁽²⁾ | D | \$1,037.526 ⁽²⁸⁾ | 3,090,641 | D | |
| Common Stock | 11/16/2021 | | s ⁽¹⁾ | 12,987 ⁽²⁾ | D | \$1,038.759 ⁽²⁹⁾ | 3,077,654 | D | |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option (right to buy) | \$6.24 | 11/16/2021 | | M ⁽¹⁾ | | | 2,113,761 | ⁽³⁰⁾ ⁽³¹⁾ | 08/13/2022 | Common Stock | 2,113,761 | \$0.00 | 19,123,500 | D | |

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 2,113,761 shares as reported herein.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,003.920 to \$1,004.820, 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 \$1,006.950 to \$1,007.860, 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.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,008.780 to \$1,009.540, 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 \$1,010.520 to \$1,010.840, 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 \$1,012.050 to \$1,012.700, 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 \$1,013.440 to \$1,014.370, 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 \$1,016.050 to \$1,016.510, 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 \$1,017.050 to \$1,017.760, 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 \$1,019.050 to \$1,019.990, 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 \$1,020.140 to \$1,021.060, 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 \$1,021.250 to \$1,022.050, 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 \$1,022.280 to \$1,023.230, 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 \$1,023.300 to \$1,024.240, 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.
16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,024.300 to \$1,025.250, 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.
17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,025.300 to \$1,026.190, 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.
18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,026.320 to \$1,027.250, 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.
19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,027.370 to \$1,028.150, 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.
20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,028.480 to \$1,029.040, 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.
21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,029.490 to \$1,029.910, 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 \$1,030.650 to \$1,031.530, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,031.720 to \$1,032.650, 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.

24. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,032.750 to \$1,033.730, 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.
25. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,033.870 to \$1,034.840, 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.
26. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,034.890 to \$1,035.790, 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.
27. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,036.050 to \$1,036.950, 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.
28. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,037.140 to \$1,038.130, 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.
29. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,038.140 to \$1,039.080, 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.
30. Effective August 13, 2012, the reporting person was granted an option to purchase 26,374,505 shares of common stock, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020. 1/10 of the total number of shares subject to this option became and will become vested and exercisable each time: (i) the Issuer's market capitalization increases by \$4.0 billion above the initially measured market capitalization of \$3.2 billion; and (ii) one of 10 specified performance milestones relating to the development of the Issuer's Model X and Model 3 vehicles and our total production of vehicles is attained, subject to the reporting person's continued service to us at each such vesting event.
31. (Continued from Footnote 30) If any shares have not vested by the end of the term of the option, they will be forfeited and the reporting person will not realize the value of such shares. As of the date of this filing, 23,737,050 of the shares subject to this option have vested and 2,637,455 of the shares have not vested.

Remarks:

This Form 4 is the first 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 11/16/2021
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.