

**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

<p>1. Name and Address of Reporting Person*</p> <p><u>Musk Elon</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O TESLA, INC.</u></p> <p><u>3500 DEER CREEK ROAD</u></p> <hr/> <p>(Street)</p> <p><u>PALO ALTO CA 94304</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Tesla, Inc. [ TSLA ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/23/2021</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p style="text-align: center;"><b>CEO</b></p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	11/23/2021		s <sup>(1)</sup>		7,800 <sup>(2)</sup>	D	\$1,095.296 <sup>(3)</sup>	1,922,170	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		12,634 <sup>(2)</sup>	D	\$1,096.52 <sup>(4)</sup>	1,909,536	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		7,100 <sup>(2)</sup>	D	\$1,097.599 <sup>(5)</sup>	1,902,436	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		6,755 <sup>(2)</sup>	D	\$1,098.605 <sup>(6)</sup>	1,895,681	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		2,600 <sup>(2)</sup>	D	\$1,099.47 <sup>(7)</sup>	1,893,081	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		2,000 <sup>(2)</sup>	D	\$1,100.726 <sup>(8)</sup>	1,891,081	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		1,555 <sup>(2)</sup>	D	\$1,101.738 <sup>(9)</sup>	1,889,526	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		1,800 <sup>(2)</sup>	D	\$1,102.562 <sup>(10)</sup>	1,887,726	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		5,300 <sup>(2)</sup>	D	\$1,103.896 <sup>(11)</sup>	1,882,426	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		4,900 <sup>(2)</sup>	D	\$1,105.189 <sup>(12)</sup>	1,877,526	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		6,200 <sup>(2)</sup>	D	\$1,106.124 <sup>(13)</sup>	1,871,326	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		8,098 <sup>(2)</sup>	D	\$1,107.355 <sup>(14)</sup>	1,863,228	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		14,742 <sup>(2)</sup>	D	\$1,108.552 <sup>(15)</sup>	1,848,486	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		15,636 <sup>(2)</sup>	D	\$1,109.432 <sup>(16)</sup>	1,832,850	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		8,285 <sup>(2)</sup>	D	\$1,110.436 <sup>(17)</sup>	1,824,565	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		7,000 <sup>(2)</sup>	D	\$1,111.958 <sup>(18)</sup>	1,817,565	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		21,033 <sup>(2)</sup>	D	\$1,112.925 <sup>(19)</sup>	1,796,532	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		12,268 <sup>(2)</sup>	D	\$1,113.865 <sup>(20)</sup>	1,784,264	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		4,927 <sup>(2)</sup>	D	\$1,114.784 <sup>(21)</sup>	1,779,337	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		2,106 <sup>(2)</sup>	D	\$1,115.795 <sup>(22)</sup>	1,777,231	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		4,826 <sup>(2)</sup>	D	\$1,116.94 <sup>(23)</sup>	1,772,405	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		15,995 <sup>(2)</sup>	D	\$1,118.124 <sup>(24)</sup>	1,756,410	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		11,378 <sup>(2)</sup>	D	\$1,119.158 <sup>(25)</sup>	1,745,032	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		6,435 <sup>(2)</sup>	D	\$1,120.21 <sup>(26)</sup>	1,738,597	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		22,328 <sup>(2)</sup>	D	\$1,121.428 <sup>(27)</sup>	1,716,269	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		16,761 <sup>(2)</sup>	D	\$1,122.45 <sup>(28)</sup>	1,699,508	D	
Common Stock	11/23/2021		s <sup>(1)</sup>		17,162 <sup>(2)</sup>	D	\$1,123.398 <sup>(29)</sup>	1,682,346	D	

Common Stock	11/23/2021		s <sup>(1)</sup>	28,882 <sup>(2)</sup>	D	\$1,124.519 <sup>(30)</sup>	1,653,464	D	
Common Stock	11/23/2021		s <sup>(1)</sup>	17,366 <sup>(2)</sup>	D	\$1,125.551 <sup>(31)</sup>	1,636,098	D	
Common Stock	11/23/2021		s <sup>(1)</sup>	14,822 <sup>(2)</sup>	D	\$1,126.547 <sup>(32)</sup>	1,621,276	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					

**Explanation of Responses:**

- 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.
- 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 2,152,681 shares as reported herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,094.810 to \$1,095.650, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,096.050 to \$1,097.030, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,097.080 to \$1,098.030, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,098.110 to \$1,099.100, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,099.140 to \$1,100.090, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,100.150 to \$1,101.010, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,101.320 to \$1,102.150, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,102.440 to \$1,102.920, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,103.540 to \$1,104.370, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,104.650 to \$1,105.640, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,105.730 to \$1,106.700, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,106.910 to \$1,107.890, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,107.920 to \$1,108.890, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,108.980 to \$1,109.950, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,109.980 to \$1,110.96, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,111.290 to \$1,112.250, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,112.320 to \$1,113.280, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,113.350 to \$1,114.250, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,114.350 to \$1,115.220, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,115.470 to \$1,116.280, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,116.550 to \$1,117.510, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,117.610 to \$1,118.590, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,118.610 to \$1,119.580, 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 \$1,119.760 to \$1,120.740, 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 \$1,120.960 to \$1,121.950, 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 \$1,122.000 to \$1,122.960, 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 \$1,123.000 to \$1,123.950, 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.

30. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,124.010 to \$1,124.990, 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.

31. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,125.030 to \$1,126.020, 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.

32. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,126.040 to \$1,126.960, 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.

**Remarks:**

This Form 4 is the second of four Form 4s being filed by the Reporting Person relating to the same event. The Form 4 has been split into four filings to cover all 105 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 11/23/2021  
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.**