

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>DENHOLM ROBYN M</u> (Last) (First) (Middle) <u>C/O TESLA, INC.</u> <u>1 TESLA ROAD</u> (Street) <u>AUSTIN TX 78725</u> (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 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/02/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/02/2022		M ⁽¹⁾		25,000	A	\$52.38	30,000	D	
Common Stock	05/02/2022		s ⁽¹⁾		300	D	\$850.353 ⁽²⁾	49,700	D	
Common Stock	05/02/2022		s ⁽¹⁾		500	D	\$851.856 ⁽³⁾	49,200	D	
Common Stock	05/02/2022		s ⁽¹⁾		100	D	\$852.66	49.1	D	
Common Stock	05/02/2022		s ⁽¹⁾		500	D	\$854.376 ⁽⁴⁾	48,600	D	
Common Stock	05/02/2022		s ⁽¹⁾		700	D	\$856.534 ⁽⁵⁾	47,900	D	
Common Stock	05/02/2022		s ⁽¹⁾		400	D	\$857.285 ⁽⁶⁾	47,500	D	
Common Stock	05/02/2022		s ⁽¹⁾		200	D	\$858.405 ⁽⁷⁾	47,300	D	
Common Stock	05/02/2022		s ⁽¹⁾		200	D	\$859.98 ⁽⁸⁾	47,100	D	
Common Stock	05/02/2022		s ⁽¹⁾		5,300	D	\$861.615 ⁽⁹⁾	41,800	D	
Common Stock	05/02/2022		s ⁽¹⁾		300	D	\$862.72 ⁽¹⁰⁾	41,500	D	
Common Stock	05/02/2022		s ⁽¹⁾		400	D	\$864.553 ⁽¹¹⁾	41,100	D	
Common Stock	05/02/2022		s ⁽¹⁾		400	D	\$866.12 ⁽¹²⁾	40,700	D	
Common Stock	05/02/2022		s ⁽¹⁾		600	D	\$867.355 ⁽¹³⁾	40,100	D	
Common Stock	05/02/2022		s ⁽¹⁾		600	D	\$868.58 ⁽¹⁴⁾	39,500	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,900	D	\$869.738 ⁽¹⁵⁾	37,600	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,000	D	\$870.608 ⁽¹⁶⁾	36,600	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,100	D	\$871.761 ⁽¹⁷⁾	35,500	D	
Common Stock	05/02/2022		s ⁽¹⁾		700	D	\$872.8 ⁽¹⁸⁾	34,800	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,079	D	\$873.924 ⁽¹⁹⁾	33,721	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,000	D	\$874.659 ⁽²⁰⁾	32,621	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,700	D	\$876.115 ⁽²¹⁾	30,921	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,300	D	\$877.239 ⁽²²⁾	29,921	D	
Common Stock	05/02/2022		s ⁽¹⁾		800	D	\$878.213 ⁽²³⁾	28,821	D	
Common Stock	05/02/2022		s ⁽¹⁾		1,200	D	\$879.398 ⁽²⁴⁾	27,621	D	
Common Stock	05/02/2022		s ⁽¹⁾		900	D	\$879.988 ⁽²⁵⁾	26,721	D	
Common Stock	05/02/2022		s ⁽¹⁾		500	D	\$881.474 ⁽²⁶⁾	26,221	D	

Common Stock	05/02/2022		s ⁽¹⁾	800	D	\$882.858 ⁽²⁷⁾	25,421	D	
Common Stock	05/02/2022		s ⁽¹⁾	200	D	\$883.715 ⁽²⁸⁾	25,551	D	
Common Stock	05/02/2022		s ⁽¹⁾	100	D	\$885.91	25,121	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
Non-Qualified Stock Option (right to buy)	\$52.38	05/02/2022		M ⁽¹⁾			25,000	⁽²⁹⁾	06/18/2022	Common Stock	25,000	\$0.00	25,000	D	

Explanation of Responses:

- THE TRANSACTIONS REPORTED ON THIS FORM 4 WERE AUTOMATICALLY EFFECTED PURSUANT TO A RULE 10B5-1 TRADING PLAN PREVIOUSLY ADOPTED ON NOVEMBER 5, 2021 AND ESTABLISHED BY THE REPORTING PERSON FOR THE PURPOSE OF AN ORDERLY LIQUIDATION OF OPTIONS SCHEDULED TO EXPIRE IN 2022.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$850.020 to \$851.010, 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 \$851.580 to \$852.030, 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 \$854.020 to \$854.960, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$856.000 to \$856.960, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$857.030 to \$857.550, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$858.250 to \$858.560, 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 \$859.580 to \$860.380, 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 \$861.110 to \$861.630, 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 \$862.420 to \$863.310, 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 \$864.040 to \$865.010, 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 \$865.870 to \$866.740, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$866.920 to \$867.860, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$868.210 to \$868.990, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$868.210 to \$870.190, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$870.230 to \$871.100, 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 \$871.350 to \$872.140, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$872.440 to \$873.220, 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 \$873.470 to \$874.400, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$874.480 to \$875.200, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$875.660 to \$876.590, 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.

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22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$876.740 to \$877.670, 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 \$877.750 to \$878.700, 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.

24. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$878.770 to \$879.740, 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.

25. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$879.790 to \$880.520, 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 \$881.010 to \$881.990, 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.

27. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$882.520 to \$883.410, 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 \$883.590 to \$883.840, 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.

29. This stock option award is a triennial equity award granted pursuant to the Company's 2010 Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary of June 18, 2015, such that all shares subject to the award became fully vested and exercisable by June 18, 2018.

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 31 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: Robyn M. Denholm 05/04/2022

** 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.