FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
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 Addr Musk Elon	ess of Reporting Per		Issuer Name <b>and</b> Tid 'esla, Inc. [ TS		rading	g Symbol	(Ch	S. Relationship of Reporting Person(s) to Issuer     (Check all applicable)     X Director X 10% Owner					
(Last) C/O TESLA, I	(First)	(Middle)		Date of Earliest Tran 8/08/2022	saction	(Mont	h/Day/Year)		v	Officer (give title below)	X 10% Owner  Other (specify below)  CEO		
1 TESLA ROA	AD	4.	If Amendment, Date	of Origi	nal File	ed (Month/Day/	6. 1	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)	(TDX /	70705							X Form filed by One Reporting Person Form filed by More than One Reporting Person				
AUSTIN	TX	78725 											
(City)	(State)	(Zip)											
				ve Securities A		ed,							T
1. Title of Security (Instr. 3)		Date	insaction th/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)						5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Ownership
					Code V		Amount	(A) or (D)	Price	·	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stoo	k	08/	08/2022		s		60,567	D	\$867.914	4(1)	159,602,684	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		164,234	D	\$868.863	1(3)	159,438,450	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		127,602	D	\$869.749	9(4)	159,310,848	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		116,658	D	\$870.746	<b>6</b> <sup>(5)</sup>	159,194,190	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		107,868	D	\$871.83	7(6)	159,086,322	I	by Trust <sup>(2)</sup>
Common Stoo	k	08/	08/2022		S		91,107	D	\$872.86	<b>7</b> <sup>(7)</sup>	158,995,215	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		63,161	D	\$873.812	2(8)	158,932,054	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		35,720	D	\$874.716	6(9)	158,896,334	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		28,724	D	\$875.818	8(10)	158,867,610	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		32,705	D	\$876.69	(11)	158,834,905	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		20,692	D	\$877.858	8(12)	158,814,213	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		21,896	D	\$878.857	7(13)	158,792,317	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		19,407	D	\$880.049	9(14)	158,772,910	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		37,139	D	\$880.837	7 <sup>(15)</sup>	158,735,771	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		55,272	D	\$881.824	4(16)	158,680,499	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		44,748	D	\$882.843	3(17)	158,635,751	I	by Trust <sup>(2)</sup>
Common Stoc	k	08/	08/2022		S		40,594	D	\$883.876	6(18)	158,595,157	I	by Truet <sup>(2)</sup>

1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Date (Month/Day/Year) Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		5. Number of Derivative Securities Acquired ( or Dispose of (D) (Ins 3, 4 and 5		5. Date Exercisable Expiration Date Month/Day/Year)		:e	Amour Securit Underl Deriva	nt of ties	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)	Beneficial Ownership
		Tal	ble II - Derivat (e.g., pu											Owned	l .		
Common S	tock		08/08/20	22				S		9	,549	D	\$896.56 <sup>©</sup>	158,	138,952	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		4	1,963	D	\$895.79	158,	148,501	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		7:	2,084	D	\$894.836	<sup>29)</sup> 158,	193,464	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		4'	7,926	D	\$893.878	<sup>28)</sup> 158,2	265,548	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		3	5,542	D	\$892.859	<sup>27)</sup> 158,3	313,474	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		5	3,180	D	\$891.779	<sup>26)</sup> 158,3	349,016	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		30	6,257	D	\$890.776	<sup>25)</sup> 158, <sup>2</sup>	402,196	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		2	1,989	D	\$890.053	<sup>24)</sup> 158,4	438,453	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		1	0,781	D	\$888.892	23) 158,4	160,442	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		4	6,539	D	\$887.75	158,4	471,223	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		34	4,676	D	\$886.948	<sup>21)</sup> 158,	517,762	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		2	3,154	D	\$886.06(2	158,	552,438	I	by Trust <sup>(2)</sup>
Common S	tock		08/08/20	22				S		19	9,565	D	\$884.762	158,	575,592	I	by Trust <sup>(2)</sup>
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## **Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$867.320 to \$868.313, 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.

(D)

Date

Exercisable

Expiration

Date

2. The Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is trustee.

Code

(A)

- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$868.320 to \$869.310, 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.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$869.315 to \$870.308, 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 \$870.310 to \$871.290, inclusive. The reporting person each separate price within the range set forth in this footnote.
- 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

Numbe

Shares

of

Title

- 6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$871.305 to \$872.295, 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 \$872.300 to \$873.285, 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 \$873.295 to \$874.280, 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.
- 9. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$874.290 to \$875.275, 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 \$875.300 to \$876.290, 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 \$876.295 to \$877.285, 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 \$877.340 to \$878.330, 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.
- 13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$878.350 to \$879.310, 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.
- 14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$879.345 to \$880.330, 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.
- 15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$880.340 to \$881.330, 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.
- 16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$881.335 to \$882.325, 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 \$882.338 to \$883.320, 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 \$883.340 to \$884.330, 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.
- 19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$884.335 to \$885.320, 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 \$885.330 to \$886.310, 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.
- 21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$886.325 to \$887.315, 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 \$887.320 to \$888.290, 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 \$888.350 to \$889.340, 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 \$889.345 to \$890.335, 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 \$890.340 to \$891.330, 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.
- 26. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$891.335 to \$892.320, 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 \$892.330 to \$893.323, 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 \$893.325 to \$894.318, 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 \$894.320 to \$895.310, 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.
- 30. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$895.315 to \$896.300, 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 \$896.310 to \$897.290, 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 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 35 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 08/09/2022

\*\* 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.