

☐ 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 Address of Reporting Person* <u>Musk Elon</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> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/09/2022</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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) <div>CEO</div> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/09/2022		s		18,630	D	\$838.571 ⁽¹⁾	158,060,742	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		8,053	D	\$839.98 ⁽³⁾	158,052,689	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		106,535	D	\$840.891 ⁽⁴⁾	157,946,154	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		224,133	D	\$841.852 ⁽⁵⁾	157,722,021	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		114,286	D	\$842.686 ⁽⁶⁾	157,607,735	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		114,517	D	\$843.697 ⁽⁷⁾	157,493,218	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		90,934	D	\$844.816 ⁽⁸⁾	157,402,284	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		124,348	D	\$845.778 ⁽⁹⁾	157,277,936	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		95,946	D	\$846.668 ⁽¹⁰⁾	157,181,990	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		187,030	D	\$847.723 ⁽¹¹⁾	156,994,960	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		142,968	D	\$848.734 ⁽¹²⁾	156,851,992	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		455,650	D	\$849.884 ⁽¹³⁾	156,396,342	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		113,618	D	\$850.619 ⁽¹⁴⁾	156,282,724	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		114,897	D	\$851.68 ⁽¹⁵⁾	156,167,827	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		113,022	D	\$852.689 ⁽¹⁶⁾	156,054,805	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		136,789	D	\$853.737 ⁽¹⁷⁾	155,918,016	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		67,457	D	\$854.706 ⁽¹⁸⁾	155,850,559	I	by Trust ⁽²⁾

Common Stock										Trust
Common Stock	08/09/2022		s		66,202	D	\$855.629 ⁽¹⁹⁾	155,784,357	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		74,948	D	\$856.773 ⁽²⁰⁾	155,709,409	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		49,740	D	\$857.629 ⁽²¹⁾	155,659,669	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		68,785	D	\$858.836 ⁽²²⁾	155,590,884	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		100,838	D	\$859.904 ⁽²³⁾	155,490,046	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		146,968	D	\$860.85 ⁽²⁴⁾	155,343,078	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		97,548	D	\$861.754 ⁽²⁵⁾	155,245,530	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		94,328	D	\$862.819 ⁽²⁶⁾	155,151,202	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		29,217	D	\$863.616 ⁽²⁷⁾	155,121,985	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		11,779	D	\$864.849 ⁽²⁸⁾	155,110,206	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		6,130	D	\$866.561 ⁽²⁹⁾	155,104,076	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		2,283	D	\$869.21	155,101,793	I	by Trust ⁽²⁾
Common Stock	08/09/2022		s		42,874	D	\$871.199 ⁽³⁰⁾	155,058,919	I	by Trust ⁽²⁾

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				

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 \$838.180 to \$839.170, 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.
2. The Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is trustee.
3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$839.180 to \$840.170, 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 \$840.260 to \$841.250, 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.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$841.255 to \$842.248, 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 \$842.250 to \$843.240, 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.
7. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$843.250 to \$844.240, 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.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$844.245 to \$845.235, 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 \$845.240 to \$846.230, 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.
10. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$846.235 to \$847.225, 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 \$847.230 to \$848.223, 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 \$871,070 to \$872,060, 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.

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 33 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.

** Signature of Reporting Person Date

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.