

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362
 Estimated average burden hours per response: 1.0

ANNUAL 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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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>			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) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">CEO</p>			
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</u>						
C/O TESLA, INC. 1 TESLA ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/14/2023</u>			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			
(Street)	(City)	(State)	(Zip)						
AUSTIN	TX	78725							

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	08/12/2022		G ⁽¹⁾	920,244 ⁽²⁾	D	\$0.00	422,702,173 ⁽²⁾⁽³⁾	I	By Trust
Common Stock	08/16/2022		G ⁽¹⁾	580,119 ⁽⁴⁾	D	\$0.00	422,122,054 ⁽⁵⁾	I	By Trust
Common Stock	09/20/2022		G ⁽¹⁾	950,478	D	\$0.00	421,171,576 ⁽⁵⁾	I	By Trust
Common Stock	11/30/2022		G ⁽¹⁾	2,020,000	D	\$0.00	419,151,576 ⁽⁵⁾	I	By Trust
Common Stock	12/02/2022		G ⁽¹⁾	1,000,000	D	\$0.00	418,151,576 ⁽⁵⁾	I	By Trust
Common Stock	12/21/2022		G ⁽¹⁾	5,000,000	D	\$0.00	413,151,576 ⁽⁵⁾	I	By Trust
Common Stock	12/27/2022		G ⁽¹⁾	2,100,000	D	\$0.00	411,051,576 ⁽⁵⁾	I	By Trust

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents a bona fide gift of the Issuer's common stock by the Reporting Person to charity.
- This Form 5 is being amended to correct an administrative error, in which the 306,748 shares previously reported had not been stock-split adjusted. As a result, the number of shares beneficially owned by the Reporting Person following the corrected transaction reflects a reduction in the number of shares reported as beneficially owned by the Reporting Person.
- This Form 5 is being amended to correct an administrative error, which overreported the amount of securities owned by the Reporting Person by 15 shares. As a result, the number of shares beneficially owned by the Reporting Person reflects a reduction in the number of shares reported as beneficially owned by the Reporting Person.
- This Form 5 is being amended to correct an administrative error, in which the 193,373 shares previously reported had not been stock-split adjusted. As a result, the number of shares beneficially owned by the Reporting Person following the corrected transaction reflects a reduction in the number of shares reported as beneficially owned by the Reporting Person.
- This Form 5 is being amended as explained in footnotes (2) through (4).

Remarks:

By: Aaron Beckman by Power of Attorney For: Elon Musk 03/10/2023

** 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.