

OMB APPROVAL	
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**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>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>	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;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	03/08/2023		M		5,250	A	\$2.79	411,056,826	I	by Trust <sup>(1)</sup>
Common Stock	03/08/2023		M		5,250	A	\$6.67	411,062,076	I	by Trust <sup>(1)</sup>

**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)	\$2.79	03/08/2023		M		5,250		(2)	04/08/2023	Common Stock	5,250	\$0.00	0	D	
Non-Qualified Stock Option (right to buy)	\$6.67	03/08/2023		M		5,250		(3)	06/10/2023	Common Stock	5,250	\$0.00	0	D	

**Explanation of Responses:**

- The Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is the trustee.
- Effective April 8, 2013, the Reporting Person was granted an option to purchase 5,250 shares of common stock, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020, and a three-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 24, 2022. The option award was granted as part of Tesla, Inc's company-wide patent incentive program, and the total number of shares subject to the option was vested and exercisable on the grant date of the option.
- Effective June 10, 2013, the Reporting Person was granted an option to purchase 5,250 shares of common stock, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020, and a three-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 24, 2022. The option award was granted as part of Tesla, Inc's company-wide patent incentive program, and the total number of shares subject to the option was vested and exercisable on the grant date of the option.

**Remarks:**

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

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.**