(City)

Qualified

FORM 4

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(State)

(qiZ)

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

the affirmati	that is intended to satistive defense conditions of (c). See Instruction 10.			
	ddress of Reporting Pe	rson*	2. Issuer Name and Ticker or Trading Symbol <u>Tesla, Inc.</u> [TSLA]	Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) C/O TESLA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/25/2024	X Director 10% Owner Officer (give title Other (specify below) below)
1 TESLA RO			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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 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 Stock	07/25/2024		М		44,096	A	\$23.17	59,096	D		
Common Stock	07/25/2024		M		58,795	Α	\$23.17	117,891	D		
Common Stock	07/25/2024		М		22,861	A	\$23.17	140,752	D		
Common Stock	07/25/2024		М		10,612	Α	\$23.17	151,364	D		
Common Stock	07/25/2024		S		17,616	D	\$216.721(1)	133,748	D		
Common Stock	07/25/2024		S		2,500	D	\$218.336(2)	131,248	D		
Common Stock	07/25/2024		S		6,763	D	\$219.334(3)	124,485	D		
Common Stock	07/25/2024		S		5,389	D	\$220.334(4)	119,096	D		
Common Stock	07/25/2024		S		19,112	D	\$221.267(5)	99,984	D		
Common Stock	07/25/2024		S		14,726	D	\$222.517(6)	85,258	D		
Common Stock	07/25/2024		S		258	D	\$223.472(7)	85,000	D		

(e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature Derivative Conversion Execution Date, Transaction **Expiration Date** of Securities Derivative derivative Ownership of Indirect Date Security (Instr. 3) Underlying Derivative Security or Exercise (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Security Securities Form: Beneficial Price of (Month/Day/Year) Beneficially Direct (D) Ownership 8) Securities (Instr. 5) Acquired (A) (Instr. 3 and 4) Owned (Instr. 4) Security or Disposed Following (I) (Instr. of (D) (Instr. Reported 3, 4 and 5) Transaction(s) (Instr. 4) **Amount** Number Expiration Date Date (D) Exercisable Title Shares Code (A) Non-Qualified Stock Common 44,096 \$23.17 07/25/2024 44.096 08/18/2024 \$0.000 M 0 D Option Stock (right to buy) Non-

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

Stock Option (right to buy)	\$23.17	07/25/2024	М		58,795	(8)	08/18/2024	Common Stock	58,795	\$0.000	0	D	
Non- Qualified Stock Option (right to buy)	\$23.17	07/25/2024	М		22,861	(9)	08/18/2024	Common Stock	22,861	\$0.000	0	D	
Non- Qualified Stock Option (right to buy)	\$23.17	07/25/2024	М		10,612	(10)	08/18/2024	Common Stock	10,612	\$0.000	0	D	

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 \$216.690 to \$216.790, 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$217.770 to \$218.720, 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.
- 3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$218.860 to \$219.760, 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 \$219.890 to \$220.818, 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 \$220.960 to \$221.852, 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 \$222.133 to \$222.953, 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 \$223.410 to \$223.500, 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. This stock option award is an equity award, which is scheduled to expire in August 2024, granted pursuant to Tesla Inc's 2010 Amended and Restated Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary of August 18, 2017, such that all options subject to the award became fully vested and exercisable by August 18, 2020.
- 9. This stock option award is an equity award, which is scheduled to expire in August 2024, granted pursuant to Tesla Inc's 2010 Amended and Restated Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary of August 18, 2017, until October 19, 2018 when the remaining unvested shares ceased vesting under the terms of the award.
- 10. This stock option award is an equity award, which is scheduled to expire in August 2024, granted pursuant to Tesla Inc's 2010 Amended and Restated Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary of August 18, 2017, until September 19, 2018 when the remaining unvested shares ceased vesting under the terms of the award.

By: Aaron Beckman by Power of Attorney For: Robyn M. 07/29/2024

Denholm

Date

** Signature of Reporting Person

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.

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