

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

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

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 of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Wilson-Thompson Kathleen</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 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2024</u>					
C/O TESLA, INC. 1 TESLA ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			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) AUSTIN TX 78725								
(City) (State) (Zip)								

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	11/11/2024		M ⁽¹⁾		94,897	A	\$14.99	100,297	D	
Common Stock	11/11/2024		M ⁽¹⁾		5,103	A	\$16.1	105,400	D	
Common Stock	11/11/2024		S ⁽¹⁾		418	D	\$336.953 ⁽²⁾	104,982	D	
Common Stock	11/11/2024		S ⁽¹⁾		3,000	D	\$338.089 ⁽³⁾	101,982	D	
Common Stock	11/11/2024		S ⁽¹⁾		1,500	D	\$338.975 ⁽⁴⁾	100,482	D	
Common Stock	11/11/2024		S ⁽¹⁾		3,300	D	\$340.022 ⁽⁵⁾	97,182	D	
Common Stock	11/11/2024		S ⁽¹⁾		3,382	D	\$341.252 ⁽⁶⁾	93,800	D	
Common Stock	11/11/2024		S ⁽¹⁾		5,850	D	\$342.152 ⁽⁷⁾	87,950	D	
Common Stock	11/11/2024		S ⁽¹⁾		7,556	D	\$343.216 ⁽⁸⁾	80,394	D	
Common Stock	11/11/2024		S ⁽¹⁾		8,980	D	\$344.232 ⁽⁹⁾	71,414	D	
Common Stock	11/11/2024		S ⁽¹⁾		11,993	D	\$345.264 ⁽¹⁰⁾	59,421	D	
Common Stock	11/11/2024		S ⁽¹⁾		11,723	D	\$346.232 ⁽¹¹⁾	47,698	D	
Common Stock	11/11/2024		S ⁽¹⁾		13,812	D	\$347.199 ⁽¹²⁾	33,886	D	
Common Stock	11/11/2024		S ⁽¹⁾		10,603	D	\$348.251 ⁽¹³⁾	23,283	D	
Common Stock	11/11/2024		S ⁽¹⁾		8,395	D	\$349.184 ⁽¹⁴⁾	14,888	D	
Common Stock	11/11/2024		S ⁽¹⁾		1,119	D	\$350.046 ⁽¹⁵⁾	13,769	D	
Common Stock	11/11/2024		S ⁽¹⁾		500	D	\$351.318 ⁽¹⁶⁾	13,269	D	
Common Stock	11/11/2024		S ⁽¹⁾		1,800	D	\$352.441 ⁽¹⁷⁾	11,469	D	
Common Stock	11/11/2024		S ⁽¹⁾		2,100	D	\$353.521 ⁽¹⁸⁾	9,369	D	
Common Stock	11/11/2024		S ⁽¹⁾		700	D	\$354.26 ⁽¹⁹⁾	8,669	D	
Common Stock	11/11/2024		S ⁽¹⁾		1,100	D	\$355.611 ⁽²⁰⁾	7,569	D	
Common Stock	11/11/2024		S ⁽¹⁾		1,669	D	\$356.675 ⁽²¹⁾	5,900	D	
Common Stock	11/11/2024		S ⁽¹⁾		400	D	\$357.71 ⁽²²⁾	5,500	D	
Common Stock	11/11/2024		S ⁽¹⁾		100	D	\$358.35	5,400	D	

**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				
Non-Qualified Stock Option (right to buy)	\$16.1	11/11/2024		M ⁽¹⁾			5,103	⁽²³⁾	04/29/2026	Common Stock	5,103	\$0	219,897	D	
Non-Qualified Stock Option (right to buy)	\$14.99	11/11/2024		M ⁽¹⁾			94,897	⁽²⁴⁾	06/18/2026	Common Stock	94,897	\$0	320,948	D	

Explanation of Responses:

- The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 12, 2024.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$336.340 to \$337.300, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$337.500 to \$338.440, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$338.500 to \$339.360, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$339.530 to \$340.520, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$340.700 to \$341.690, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$341.720 to \$342.680, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$342.730 to \$343.720, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$343.740 to \$344.720, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.760 to \$345.750, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.780 to \$346.770, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$346.780 to \$347.760, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$347.780 to \$348.770, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$348.780 to \$349.770, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$349.775 to \$350.450, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$350.770 to \$351.710, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$351.950 to \$352.930, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$352.980 to \$353.880, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$353.980 to \$354.510, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$355.040 to \$355.940, 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 \$356.110 to \$357.040, 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 \$357.210 to \$358.110, 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. 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary from April 29, 2019, such that all shares subject to the option were fully vested and exercisable by April 29, 2022.

24. 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary from June 18, 2019, such that all shares subject to the option were fully vested and exercisable by June 18, 2022.

By: Aaron Beckman, Power of

Attorney For: Kathleen

11/13/2024

Wilson-Thompson

** 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.