

**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

<p>1. Name and Address of Reporting Person*</p> <p><u>Musk Kimbal</u></p> <hr/> <p>(Last) (First) (Middle)</p> <p><u>C/O TESLA, INC.</u></p> <p><u>3500 DEER CREEK ROAD</u></p> <hr/> <p>(Street)</p> <p><u>PALO ALTO CA 94304</u></p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><u>Tesla, Inc. [ TSLA ]</u></p> <hr/> <p>3. Date of Earliest Transaction (Month/Day/Year)</p> <p><u>11/05/2021</u></p> <hr/> <p>4. If Amendment, Date of Original Filed (Month/Day/Year)</p>	<p>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director 10% Owner</p> <p><input type="checkbox"/> Officer (give title below) Other (specify below)</p> <hr/> <p>6. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	11/05/2021		G <sup>(1)</sup>		25,000	D	\$0.0	574,740	D	
Common Stock	11/05/2021		M		25,000	A	\$74.17	599,740	D	
Common Stock	11/05/2021		S		4,916	D	\$1,223.459 <sup>(2)</sup>	594,824	D	
Common Stock	11/05/2021		S		1,664	D	\$1,224.959 <sup>(3)</sup>	593,160	D	
Common Stock	11/05/2021		S		11,302	D	\$1,225.789 <sup>(4)</sup>	581,858	D	
Common Stock	11/05/2021		S		21,051	D	\$1,226.553 <sup>(5)</sup>	560,807	D	
Common Stock	11/05/2021		S		1,301	D	\$1,227.352 <sup>(6)</sup>	559,506	D	
Common Stock	11/05/2021		S		9,334	D	\$1,229.146 <sup>(7)</sup>	550,172	D	
Common Stock	11/05/2021		S		14,257	D	\$1,229.677 <sup>(8)</sup>	535,915	D	
Common Stock	11/05/2021		S		600	D	\$1,230.939 <sup>(9)</sup>	535,315	D	
Common Stock	11/05/2021		S		850	D	\$1,232.449 <sup>(10)</sup>	534,465	D	
Common Stock	11/05/2021		S		10,455	D	\$1,233.082 <sup>(11)</sup>	524,010	D	
Common Stock	11/05/2021		S		9,810	D	\$1,234.322 <sup>(12)</sup>	514,200	D	
Common Stock	11/05/2021		S		2,460	D	\$1,235.105 <sup>(13)</sup>	511,740	D	
Common Stock	11/05/2021		S		500	D	\$1,236.623 <sup>(14)</sup>	511,240	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)	\$74.17	11/05/2021		M			25,000		<sup>(15)</sup>	06/18/2025	Common Stock	25,000	\$0.0	172,250	D	

Explanation of Responses:

1. The reporting person gifted an aggregate 25,000 shares of the issuer's common stock to charity.
2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,223.060 to \$1,224.000, 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 \$1,224.180 to \$1,225.150, 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 \$1,225.190 to \$1,226.180, 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 \$1,226.190 to \$1,227.180, 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 \$1,227.220 to \$1,227.580, 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 \$1,228.500 to \$1,229.450, 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.
8. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,229.500 to \$1,230.200, 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 \$1,230.500 to \$1,231.460, 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 \$1,231.770 to \$1,232.750, 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.
11. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,232.770 to \$1,233.690, 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.
12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,233.870 to \$1,234.860, 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.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,234.900 to \$1,235.700, 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.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,236.340 to \$1,236.890, 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.
15. This stock option award is a triennial equity award granted pursuant to the Issuer's 2010 Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted shall become vested and exercisable as of each monthly anniversary following June 18, 2018, such that all shares subject to the Option shall be fully vested and exercisable by June 18, 2021.

By: Aaron Beckman, Power of  
Attorney For: Kimbal Musk 11/05/2021

\*\* 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.

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