

**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* <b>Guillen Jerome M</b>			2. Issuer Name and Ticker or Trading Symbol <b>Tesla, Inc. [ TSLA ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) <b>President, Automotive</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>10/01/2020</b>			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		
C/O TESLA, INC. 3500 DEER CREEK ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>PALO ALTO CA 94304</b>								
(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	10/01/2020		M <sup>(1)</sup>		15,000	A	\$51.64	64,357	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		400	D	\$435.373 <sup>(2)</sup>	63,957	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		1,400	D	\$436.366 <sup>(3)</sup>	62,557	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		1,400	D	\$437.536 <sup>(4)</sup>	61,157	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		1,790	D	\$438.47 <sup>(5)</sup>	59,367	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		1,800	D	\$439.527 <sup>(6)</sup>	57,567	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		400	D	\$440.56 <sup>(7)</sup>	57,167	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		200	D	\$441.63 <sup>(8)</sup>	56,967	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		200	D	\$442.515 <sup>(9)</sup>	56,767	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		500	D	\$443.83 <sup>(10)</sup>	56,267	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		1,200	D	\$445.314 <sup>(11)</sup>	55,067	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		2,037	D	\$446.321 <sup>(12)</sup>	53,030	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		1,600	D	\$447.168 <sup>(13)</sup>	51,430	D	
Common Stock	10/01/2020		s <sup>(1)</sup>		2,073	D	\$448.104 <sup>(14)</sup>	49,357	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
Non-Qualified Stock Option (right to buy)	\$51.64	10/01/2020		M <sup>(1)</sup>			15,000		<sup>(15)</sup> 07/19/2029	Common Stock	15,000	\$0.0	288,995	D	

**Explanation of Responses:**

1. The transactions reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 20, 2020.

2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$434.830 to \$435.670, 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 \$436.000 to \$436.970, 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 \$437.030 to \$438.000, 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.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$438.040 to \$439.020, 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 \$439.040 to \$440.020, 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 \$440.090 to \$440.950, 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 \$441.180 to \$442.080, 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 \$442.380 to \$442.650, 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 \$443.390 to \$444.120, 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 \$444.780 to \$445.650, 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 \$445.800 to \$446.750, 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.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$446.810 to \$447.770, 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.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$447.840 to \$448.630, 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. 1/10th of the total shares subject to the option became vested and exercisable on December 24, 2019 and 1/60th of the total shares subject to the option shall become vested and exercisable each month thereafter, until all shares subject to the option become fully vested on June 24, 2024.

By: Aaron Beckman, Power of  
Attorney For: Jerome M. Guillen      10/05/2020

\*\* 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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