

**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>Guillen Jerome M</u> _____ (Last) (First) (Middle) <u>C/O TESLA, INC.</u> <u>3500 DEER CREEK ROAD</u> _____ (Street) <u>PALO ALTO CA 94304</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Automotive</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2020</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	12/10/2020		M <sup>(1)</sup>		10,000	A	\$55.32	59,959	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$571.83	59,859	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$573.41	59,759	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$578.63	59,659	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$588.05	59,559	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$591.68	59,459	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$594.43	59,359	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		200	D	\$597.81 <sup>(2)</sup>	59,159	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		500	D	\$599.776 <sup>(3)</sup>	58,659	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		300	D	\$602.727 <sup>(4)</sup>	58,359	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		300	D	\$604.037 <sup>(5)</sup>	58,059	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		200	D	\$605.81 <sup>(6)</sup>	57,859	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$607.07	57,759	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		100	D	\$608.39	57,659	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		300	D	\$610.59 <sup>(7)</sup>	57,359	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		800	D	\$612.016 <sup>(8)</sup>	56,559	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		1,000	D	\$613.158 <sup>(9)</sup>	55,559	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		500	D	\$614.166 <sup>(10)</sup>	55,059	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		300	D	\$615.17 <sup>(11)</sup>	54,759	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		300	D	\$616.21 <sup>(12)</sup>	54,459	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		400	D	\$617.388 <sup>(13)</sup>	54,059	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		400	D	\$618.535 <sup>(14)</sup>	53,659	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		800	D	\$619.508 <sup>(15)</sup>	52,859	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		200	D	\$620.465 <sup>(16)</sup>	52,659	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		633	D	\$622.008 <sup>(17)</sup>	52,026	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		900	D	\$623.348 <sup>(18)</sup>	51,126	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		800	D	\$624.594 <sup>(19)</sup>	50,326	D	

Common Stock	12/10/2020		s <sup>(1)</sup>		200	D	\$625.59 <sup>(20)</sup>	50,126	D	
Common Stock	12/10/2020		s <sup>(1)</sup>		167	D	\$627.261 <sup>(21)</sup>	49,959	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)	\$55.32	12/10/2020		M <sup>(1)</sup>			10,000		<sup>(22)</sup>	10/16/2028	Common Stock	10,000	\$0.0	506,975	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 October 26, 2020.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$597.470 to \$598.150, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$599.480 to \$600.020, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$602.540 to \$603.000, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$603.550 to \$604.510, 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 \$605.440 to \$606.180, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$610.350 to \$610.780, 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 \$611.630 to \$612.210, 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 \$612.650 to \$613.630, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$613.700 to \$614.640, 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 \$614.850 to \$615.690, 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 \$615.970 to \$616.430, 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 \$617.040 to \$617.980, 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 \$618.100 to \$619.010, 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 \$619.140 to \$620.030, 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 \$620.290 to \$620.640, 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 \$621.590 to \$622.480, 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 \$623.050 to \$623.780, 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 \$624.130 to \$625.010, 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 \$625.130 to \$626.050, 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 \$627.010 to \$627.430, 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.
- 6/60th of the shares subject to the option became vested and exercisable on April 1, 2019, and 1/60th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option shall be fully vested as of October 1, 2023.

By: Aaron Beckman, Power of  
Attorney For: Jerome M.      12/14/2020  
Guillen

\*\* 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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