

**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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <b>President, Automotive</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/11/2021</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	
3500 DEER CREEK RD.			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street)	(City)	(State)	(Zip)			
PALO ALTO CA 94304						

**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	01/11/2021		s <sup>(1)</sup>		305	D	\$809.348 <sup>(2)</sup>	59,654	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		305	D	\$810.695 <sup>(3)</sup>	59,349	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		26	D	\$812.2	59,323	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		100	D	\$813.78	59,223	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		300	D	\$816.133 <sup>(4)</sup>	58,923	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		200	D	\$817.965 <sup>(5)</sup>	58,723	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		300	D	\$819.31 <sup>(6)</sup>	58,423	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		400	D	\$822.86 <sup>(7)</sup>	58,023	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		400	D	\$824.423 <sup>(8)</sup>	57,623	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		200	D	\$825.685 <sup>(9)</sup>	57,423	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		300	D	\$827.503 <sup>(10)</sup>	57,123	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		300	D	\$828.743 <sup>(11)</sup>	56,823	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		101	D	\$829.579 <sup>(12)</sup>	56,722	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		100	D	\$830.58	56,622	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		300	D	\$832.33 <sup>(13)</sup>	56,322	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		362	D	\$833.888 <sup>(14)</sup>	55,960	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		600	D	\$835.527 <sup>(15)</sup>	55,360	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		500	D	\$836.33 <sup>(16)</sup>	54,860	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		700	D	\$837.326 <sup>(17)</sup>	54,160	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		901	D	\$838.652 <sup>(18)</sup>	53,259	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		400	D	\$839.77 <sup>(19)</sup>	52,859	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		800	D	\$841.151 <sup>(20)</sup>	52,059	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		200	D	\$842.385 <sup>(21)</sup>	51,859	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		400	D	\$843.705 <sup>(22)</sup>	51,459	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		200	D	\$844.485 <sup>(23)</sup>	51,259	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		200	D	\$845.715 <sup>(24)</sup>	51,059	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		500	D	\$847.32 <sup>(25)</sup>	50,559	D	
Common Stock	01/11/2021		s <sup>(1)</sup>		300	D	\$848.433 <sup>(26)</sup>	50,259	D	



each separate price within the range set forth in this footnote.

26. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$847.990 to \$848.920, 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.

27. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$849.210 to \$849.650, 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.

**Remarks:**

This Form 4 is the second of two Form 4s being filed by the Reporting Person relating to the same event. The Form 4 has been split into two filings to cover all 31 individual transactions that occurred on the same Transaction Date, because the SEC's EDGAR filing system limits a single Form 4 to a maximum of 30 separate transactions. Each Form 4 will be filed by the Reporting Person.

By: Aaron Beckman, Power of  
Attorney For: Jerome M.      01/14/2021  
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.

**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.**