FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APF	PROVAL
OMB Number	3235-0287

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11. Nature

ions

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

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 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.

2.

1. Title of

3. Transaction

1. Name and Address of Reporting Person* DENHOLM ROBYN M			2. Issuer Name and Ticker or Trading Symbol Tesla, Inc. [TSLA]	Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O TESLA, 1	(First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year) 03/12/2024	X Director 10% Owner Officer (give title Other (specify below) below)				
1 TESLA ROAD (Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
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 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature 2A. Deemed Execution Date, Transaction Disposed Of (D) (Instr. 3, 4 and 5) of Indirect (Month/Dav/Year) Reneficially if anv Code (Instr. (D) or Indirect **Beneficial** (Month/Day/Year) 8) Owned Following (I) (Instr. 4) Ownership Reported (Instr. 4) (A) or Transaction(s) Price Code Amount (D) (Instr. 3 and 4) $M^{(1)}$ Common Stock 03/12/2024 27,499 A \$23.17 42,499 D Common Stock M⁽¹⁾ 66,206 108,705 D 03/12/2024 Α \$23.17 $S^{(1)}$ Common Stock 03/12/2024 18,068 D \$173.055(2) 90,637 D S⁽¹⁾ Common Stock 03/12/2024 16,206 D \$173.956(3) 74,431 D Common Stock 03/12/2024 S⁽¹⁾ 24,653 D \$175.164(4) 49,778 D Common Stock 03/12/2024 $S^{(1)}$ 2,859 D \$175.841(5) 46,919 D S⁽¹⁾ Common Stock 03/12/2024 1,619 D \$176.808(6) 45,300 D S⁽¹⁾ 30,300 \$177.771(7) Common Stock 03/12/2024 D 15,000 D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

4.

3A. Deemed

5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10.

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Code						of Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(msu: 4)		
Non- Qualified Stock Option (right to buy)	\$23.17	03/12/2024		M ⁽¹⁾			66,206	(8)	08/18/2024	Common Stock	66,206	\$0.0	68,794	D	
Non- Qualified Stock Option (right to buy)	\$23.17	03/12/2024		M ⁽¹⁾			27,499	(8)	08/18/2024	Common Stock	27,499	\$0.0	58,795	D	

Explanation of Responses:

- 1. The transactions reported on this Form 4 were automatically effected pursuant to a Rule 10b5-1 trading plan previously adopted on October 23, 2023 and established by the reporting person for the purpose of an orderly liquidation of options scheduled to expire in 2024.
- 2. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$172.460 to \$173.447, 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 \$173.460 to \$174.450, 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.
- 4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$174.500 to \$175.490, 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 \$175.500 to \$176.353, 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 \$176.520 to \$177.280, 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 \$177.770 to \$177.820, 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. This stock option award is an equity award granted pursuant to Tesla Inc's 2010 Amended and Restated Equity Incentive Plan and Outside Director Compensation Policy. 1/36th of the shares granted became vested and exercisable as of each monthly anniversary of August 18, 2017, such that all options subject to the award became fully vested and exercisable by August 18, 2020.

By: Aaron Beckman, Power of 03/14/2024 Attorney For: Robyn M.

Denholm

** 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.