

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

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.

1. Name and Address of Reporting Person* <u>Taneja Vaibhav</u>			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 _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/31/2024</u>			<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. 1 TESLA ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>AUSTIN TX 78725</u>								
(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	11/01/2024		M <sup>(1)</sup>		4,000	A	\$18.22	109,032.25	D	
Common Stock	11/01/2024		S <sup>(1)</sup>		4,000 <sup>(2)</sup>	D	\$251.76	105,032.25	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
Incentive Stock Option (right to buy)	\$249.85	10/31/2024		A		1,600		(3)	10/31/2034	Common Stock	1,600	\$0.0	1,600	D	
Non-Qualified Stock Option (right to buy)	\$18.22	11/01/2024		M <sup>(1)</sup>		4,000		(4)	04/19/2029	Common Stock	4,000	\$0.0	780,920	D	
Non-Qualified Stock Option (right to buy)	\$249.85	10/31/2024		A		939,887		(3)	10/31/2024	Common Stock	939,887	\$0.0	939,887	D	
Restricted Stock Unit	\$0.0	10/31/2024		A		104,610		(5)	(5)	Common Stock	104,610	\$0.0	104,610	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 May 1 2024.

2. Out of the total of 4,000 shares sold, approximately 1,878 shares were sold to cover the exercise price of, and to satisfy the reporting person's tax withholding obligations related to the exercise of stock options to purchase 4,000 shares as reported herein.
3. Represents part of a single option award grant, including Incentive Stock Options, initially for an aggregate 941,487 shares. 1/48th of the aggregate shares subject to the option shall become vested and exercisable on December 5, 2024, and 1/48th of the shares subject to the option shall become vested and exercisable each month thereafter, so that all such shares subject to this option will be fully vested on November 5, 2028.
4. 1/8th of the shares subject to the option became vested and exercisable on September 13, 2019, and an additional 1/48th of the shares subject to the option vested each month thereafter, so that all such shares subject to this option became fully vested on March 13, 2023.
5. 1/16 of the shares subject to the award will become vested on December 5, 2024 and 1/16th of the shares subject to the award shall become vested each quarter thereafter, until fully vested on September 5, 2028.

By: Aaron Beckman, Power of Attorney For: Vaibhav Taneja 11/04/2024

\*\* 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.**