

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>Zhu Xiaotong</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) _____ X <u>SVP, Automotive</u>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/05/2024</u>						
<u>C/O TESLA, INC.</u> <u>1 TESLA ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(Street)	(City)	(State)	(Zip)						
<u>AUSTIN</u>	<u>TX</u>	<u>78725</u>							

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			
<u>Common Stock</u>	<u>09/05/2024</u>		<u>M⁽¹⁾</u>		<u>2,633</u>	<u>A</u>	<u>\$0.0</u>	<u>67,787.75</u>	<u>D</u>	
<u>Common Stock</u>	<u>09/06/2024</u>		<u>S⁽²⁾</u>		<u>297</u>	<u>D</u>	<u>\$221.773</u>	<u>67,490.75</u>	<u>D</u>	

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
<u>Restricted Stock Unit</u>	<u>\$0.0</u>	<u>09/05/2024</u>		<u>M</u>			<u>2,633</u>	<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>2,633</u>	<u>\$0.0</u>	<u>0</u>	<u>D</u>	

Explanation of Responses:

- Shares of the Issuer's common stock were issued to the reporting person upon the vesting of restricted stock units on September 5, 2024.
- PURSUANT TO THE ISSUER'S EQUITY PLAN AND POLICIES, THESE SHARES OF COMMON STOCK WERE AUTOMATICALLY WITHHELD AND SOLD BY THE ISSUER TO SATISFY THE REPORTING PERSON'S TAX WITHHOLDING OBLIGATIONS RELATED TO THE VESTING OF RESTRICTED STOCK UNITS REPORTED HEREIN.
- 1/20th of the total 52,650 restricted stock units initially subject to this award vested on December 5, 2019, and 1/20th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award fully vested as of September 5, 2024.

By: Aaron Beckman, Power of Attorney For: Xiaotong Zhu 09/09/2024

** 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.