

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).

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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Accounting Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/20/2020</u>			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		
C/O TESLA, INC. 3500 DEER CREEK ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	CA	94304						
(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	07/20/2020		M		7	A	\$276.59	2,806	D	
Common Stock	07/20/2020		M		810	A	\$273.26	3,616	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		29 <sup>(2)</sup>	D	\$1,496.31	3,587	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		300 <sup>(2)</sup>	D	\$1,498.15 <sup>(3)</sup>	3,287	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		100 <sup>(2)</sup>	D	\$1,519.67	3,187	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		100 <sup>(2)</sup>	D	\$1,569.72	3,087	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		111 <sup>(2)</sup>	D	\$1,596.387 <sup>(4)</sup>	2,976	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		100 <sup>(2)</sup>	D	\$1,628.99	2,876	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		100 <sup>(2)</sup>	D	\$1,633.99	2,776	D	
Common Stock	07/20/2020		S <sup>(1)</sup>		47 <sup>(2)</sup>	D	\$1,645.414 <sup>(5)</sup>	2,729	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
Non-Qualified Stock Option (right to buy)	\$273.26	07/20/2020		M		810		(6)	04/19/2029	Common Stock	810	\$0.0	62,968	D	
Non-Qualified Stock Option (right to buy)	\$276.59	07/20/2020		M		7		(7)	10/16/2028	Common Stock	7	\$0.0	263	D	

Explanation of Responses:

- The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 4, 2020.
- Out of the total of 887 shares sold, 478 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 817 shares as reported herein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$1,497.930 to \$1,498.350, 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 \$1,596.370 to \$1,596.540, 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 \$1,645.410 to \$1,645.610, 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.
- 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 shall become vested and exercisable each month

thereafter, until fully vested on March 13, 2023.

7. Represents part of a single option award grant, including Incentive Stock Options, initially for an aggregate 1,551 shares. 1/60th of the aggregate shares subject to the option became vested and exercisable on November 1, 2018, 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 will be fully vested by October 1, 2023.

By: Aaron Beckman, Power of  
Attorney For: Vaibhav Taneja 07/22/2020

\*\* 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.**