

OMB APPROVAL	
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**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* <u>Musk Elon</u> <hr/> (Last) (First) (Middle) <u>C/O TESLA, INC.</u> <u>1 TESLA ROAD</u> <hr/> (Street) <u>AUSTIN TX 78725</u> <hr/> (City) (State) (Zip)	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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>CEO</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/26/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	04/26/2022		s		109,363	D	\$904.03 <sup>(1)</sup>	170,240,402	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		84,051	D	\$905 <sup>(3)</sup>	170,156,351	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		86,670	D	\$905.96 <sup>(4)</sup>	170,069,681	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		65,040	D	\$907.05 <sup>(5)</sup>	170,004,641	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		30,784	D	\$908.05 <sup>(6)</sup>	169,973,857	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		53,610	D	\$909.13 <sup>(7)</sup>	169,920,247	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		38,402	D	\$909.98 <sup>(8)</sup>	169,881,845	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		15,293	D	\$910.8 <sup>(9)</sup>	169,866,552	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		18,538	D	\$912.1 <sup>(10)</sup>	169,848,014	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		23,478	D	\$913.1 <sup>(11)</sup>	169,824,536	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		3,176	D	\$913.84 <sup>(12)</sup>	169,821,360	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		2,448	D	\$915.44 <sup>(13)</sup>	169,818,912	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		18,607	D	\$916.46 <sup>(14)</sup>	169,800,305	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		30,320	D	\$917.21 <sup>(15)</sup>	169,769,985	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		14,635	D	\$918.19 <sup>(16)</sup>	169,755,350	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		23,753	D	\$919.59 <sup>(17)</sup>	169,731,597	I	by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		27,866	D	\$920.33 <sup>(18)</sup>	169,703,731	I	by Trust <sup>(2)</sup>

Common Stock											Trust
Common Stock	04/26/2022		s		31,556	D	\$921.42 <sup>(19)</sup>	169,672,175	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		29,411	D	\$922.53 <sup>(20)</sup>	169,642,764	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		24,236	D	\$923.35 <sup>(21)</sup>	169,618,528	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		16,916	D	\$924.46 <sup>(22)</sup>	169,601,612	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		26,472	D	\$925.37 <sup>(23)</sup>	169,575,140	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		22,054	D	\$926.31 <sup>(24)</sup>	169,553,086	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		8,122	D	\$927.16 <sup>(25)</sup>	169,544,964	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		22,456	D	\$928.54 <sup>(26)</sup>	169,522,508	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		6,413	D	\$929.56 <sup>(27)</sup>	169,516,095	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		11,604	D	\$930.57 <sup>(28)</sup>	169,504,491	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		15,220	D	\$931.68 <sup>(29)</sup>	169,489,271	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		9,295	D	\$932.65 <sup>(30)</sup>	169,479,976	I		by Trust <sup>(2)</sup>
Common Stock	04/26/2022		s		20,036	D	\$933.63 <sup>(31)</sup>	169,459,940	I		by Trust <sup>(2)</sup>

**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					

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$903.490 to \$904.480, 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 Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is trustee.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$904.490 to \$905.450, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$905.485 to \$906.470, 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 \$906.490 to \$907.460, 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 \$907.490 to \$908.465, 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 \$908.550 to \$909.510, 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 \$909.570 to \$910.540, 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 \$910.565 to \$911.080, 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 \$911.630 to \$912.615, 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 \$912.630 to \$913.620, 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.

12. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$913.650 to \$914.620, 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.
13. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$914.660 to \$915.460, 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.
14. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$915.770 to \$916.750, 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.
15. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$916.780 to \$917.740, 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.
16. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$917.880 to \$918.730, 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.
17. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$919.000 to \$919.990, 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.
18. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$920.000 to \$920.950, 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.
19. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$921.000 to \$921.940, 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.
20. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$922.000 to \$922.990, 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.
21. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$923.000 to \$923.990, 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.
22. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$924.000 to \$924.960, 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.
23. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$925.000 to \$925.990, 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.
24. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$926.000 to \$926.840, 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.
25. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$927.000 to \$927.980, 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.
26. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$928.060 to \$928.950, 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 \$929.120 to \$930.100, 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.
28. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$930.115 to \$931.020, 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.
29. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$931.150 to \$932.125, 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.
30. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$932.200 to \$933.150, 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.
31. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$933.270 to \$934.260, 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 five Form 4s being filed by the Reporting Person relating to the same event. The Form 4 has been split into five filings to cover all 138 individual transactions that occurred on two consecutive Transaction Dates, 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 by Power 04/28/2022  
of Attorney For: Elon Musk

\*\* 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.**