

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* Musk Elon			2. Issuer Name and Ticker or Trading Symbol Tesla, Inc. [TSLA]		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) <input type="checkbox"/> Other (specify below) CEO	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2021		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. 13101 HAROLD GREEN ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) 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 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	12/16/2021		S ⁽¹⁾		19,414 ⁽²⁾	D	\$957.768 ⁽³⁾	1,493,649	D	
Common Stock	12/16/2021		S ⁽¹⁾		28,441 ⁽²⁾	D	\$958.596 ⁽⁴⁾	1,465,208	D	
Common Stock	12/16/2021		S ⁽¹⁾		33,321 ⁽²⁾	D	\$959.564 ⁽⁵⁾	1,431,887	D	
Common Stock	12/16/2021		S ⁽¹⁾		20,024 ⁽²⁾	D	\$960.69 ⁽⁶⁾	1,411,863	D	
Common Stock	12/16/2021		S ⁽¹⁾		22,875 ⁽²⁾	D	\$961.774 ⁽⁷⁾	1,388,988	D	
Common Stock	12/16/2021		S ⁽¹⁾		11,316 ⁽²⁾	D	\$962.832 ⁽⁸⁾	1,377,672	D	
Common Stock	12/16/2021		S ⁽¹⁾		13,763 ⁽²⁾	D	\$964.238 ⁽⁹⁾	1,363,909	D	
Common Stock	12/16/2021		S ⁽¹⁾		7,808 ⁽²⁾	D	\$965.151 ⁽¹⁰⁾	1,356,101	D	
Common Stock	12/16/2021		S ⁽¹⁾		3,100 ⁽²⁾	D	\$966.302 ⁽¹¹⁾	1,353,001	D	
Common Stock	12/16/2021		S ⁽¹⁾		5,904 ⁽²⁾	D	\$967.448 ⁽¹²⁾	1,347,097	D	
Common Stock	12/16/2021		S ⁽¹⁾		6,201 ⁽²⁾	D	\$969.044 ⁽¹³⁾	1,340,896	D	
Common Stock	12/16/2021		S ⁽¹⁾		400 ⁽²⁾	D	\$969.91	1,340,496	D	
Common Stock	12/16/2021		S ⁽¹⁾		9,373 ⁽²⁾	D	\$971.741 ⁽¹⁴⁾	1,331,123	D	
Common Stock	12/16/2021		S ⁽¹⁾		3,979 ⁽²⁾	D	\$972.718 ⁽¹⁵⁾	1,327,144	D	
Common Stock	12/16/2021		S ⁽¹⁾		3,015 ⁽²⁾	D	\$973.521 ⁽¹⁶⁾	1,324,129	D	
Common Stock	12/16/2021		S ⁽¹⁾		16,276 ⁽²⁾	D	\$975.19 ⁽¹⁷⁾	1,307,853	D	
Common Stock	12/16/2021		S ⁽¹⁾		6,450 ⁽²⁾	D	\$976.443 ⁽¹⁸⁾	1,301,403	D	
Common Stock	12/16/2021		S ⁽¹⁾		4,491 ⁽²⁾	D	\$977.358 ⁽¹⁹⁾	1,296,912	D	
Common Stock	12/16/2021		S ⁽¹⁾		8,751 ⁽²⁾	D	\$978.597 ⁽²⁰⁾	1,288,161	D	
Common Stock	12/16/2021		S ⁽¹⁾		9,400 ⁽²⁾	D	\$979.719 ⁽²¹⁾	1,278,761	D	
Common Stock	12/16/2021		S ⁽¹⁾		4,957 ⁽²⁾	D	\$980.797 ⁽²²⁾	1,273,804	D	
Common Stock	12/16/2021		S ⁽¹⁾		5,041 ⁽²⁾	D	\$982.298 ⁽²³⁾	1,268,763	D	
Common Stock	12/16/2021		S ⁽¹⁾		9,537 ⁽²⁾	D	\$985.467 ⁽²⁴⁾	1,259,226	D	
Common Stock	12/16/2021		S ⁽¹⁾		8,927 ⁽²⁾	D	\$986.458 ⁽²⁵⁾	1,250,299	D	
Common Stock	12/16/2021		S ⁽¹⁾		2,170 ⁽²⁾	D	\$987.962 ⁽²⁶⁾	1,248,129	D	
Common Stock	12/16/2021		S ⁽¹⁾		6,900 ⁽²⁾	D	\$988.759 ⁽²⁷⁾	1,241,229	D	
Common Stock	12/16/2021		S ⁽¹⁾		4,800 ⁽²⁾	D	\$989.601 ⁽²⁸⁾	1,236,429	D	

Common Stock	12/16/2021		S ⁽¹⁾	7,740 ⁽²⁾	D	\$991.049 ⁽²⁹⁾	1,228,689	D	
Common Stock	12/16/2021		S ⁽¹⁾	10,840 ⁽²⁾	D	\$994.498 ⁽³⁰⁾	1,217,849	D	
Common Stock							173,488,372	I	by Trust ⁽³¹⁾

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 TRANSACTIONS REPORTED ON THIS FORM 4 WERE AUTOMATICALLY EFFECTED PURSUANT TO A RULE 10B5-1 TRADING PLAN PREVIOUSLY ADOPTED ON SEPTEMBER 14, 2021 AND ESTABLISHED BY THE REPORTING PERSON FOR THE PURPOSE OF AN ORDERLY SALE OF SHARES TO SATISFY THE EXERCISES OF OPTIONS SCHEDULED TO EXPIRE IN 2022.
- The shares of common stock were sold solely to satisfy the reporting person's tax withholding obligations related to the exercise of stock options to purchase 2,151,940 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 \$957.140 to \$958.110, 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 \$958.140 to \$959.110, 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 \$959.150 to \$960.140, 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 \$960.150 to \$961.100, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$961.180 to \$962.150, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$962.580 to \$963.410, 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 \$963.720 to \$964.630, 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 \$964.740 to \$965.720, 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 \$965.750 to \$966.710, 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 \$967.070 to \$967.840, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$968.620 to \$969.450, 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 \$971.250 to \$972.210, 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 \$972.260 to \$973.130, 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 \$973.260 to \$973.820, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$974.850 to \$975.750, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$975.890 to \$976.850, 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 \$976.910 to \$977.840, 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$978.130 to \$979.050, 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 \$979.400 to \$980.360, 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 \$980.550 to \$980.930, 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 \$981.850 to \$982.350, 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 \$985.050 to \$986.010, 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 \$986.050 to \$986.710, 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 \$987.410 to \$988.050, 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 \$988.430 to \$989.050, 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 \$989.430 to \$990.300, 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 \$990.820 to \$991.410, 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 \$994.430 to \$994.560, 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 Elon Musk Revocable Trust dated July 22, 2003, for which the reporting person is trustee.

Remarks:

This Form 4 is the second of two Form 4s being filed by the Reporting Person relating to the same event. The Form 4 has been split into two filings to cover all 59 individual transactions that occurred on the same Transaction Date, 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 12/16/2021
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.