

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>Kirkhorn Zachary</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 Financial Officer</b>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/05/2020</u>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person 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) PALO ALTO 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	09/05/2020		M <sup>(1)</sup>		360	A	\$0.0	57,015	D	
Common Stock	09/05/2020		M <sup>(1)</sup>		312	A	\$0.0	57,327	D	
Common Stock	09/05/2020		M <sup>(1)</sup>		215	A	\$0.0	57,542	D	
Common Stock	09/05/2020		M <sup>(1)</sup>		907	A	\$0.0	58,449	D	
Common Stock	09/05/2020		M <sup>(1)</sup>		4,500	A	\$0.0	62,949	D	
Common Stock	09/05/2020		M <sup>(1)</sup>		370	A	\$0.0	63,319	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		32	D	\$337.595	63,287	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		186	D	\$352.945	63,101	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		31	D	\$337.595	63,070	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		181	D	\$352.945	62,889	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		27	D	\$337.595	62,862	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		157	D	\$352.945	62,705	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		19	D	\$337.595	62,686	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		108	D	\$352.945	62,578	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		78	D	\$337.595	62,500	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		456	D	\$352.945	62,044	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		390	D	\$337.595	61,654	D	
Common Stock	09/08/2020		F <sup>(2)</sup>		2,260	D	\$352.945	59,394	D	
Common Stock	09/09/2020		F <sup>(2)</sup>		20	D	\$354.598	59,374	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
Restricted Stock Unit	\$0.0	09/05/2020		M			370	(3)	(3)	Common Stock	370	\$0.0	0	D	
Restricted Stock Unit	\$0.0	09/05/2020		M			360	(4)	(4)	Common Stock	360	\$0.0	1,080	D	
Restricted Stock Unit	\$0.0	09/05/2020		M			312	(5)	(5)	Common Stock	312	\$0.0	1,248	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	Amount or Number of Shares				
Restricted Stock Unit	\$0.0	09/05/2020		M			215	(6)	(6)	Common Stock	215	\$0.0	2,805	D	
Restricted Stock Unit	\$0.0	09/05/2020		M			907	(6)	(6)	Common Stock	907	\$0.0	11,798	D	
Restricted Stock Unit	\$0.0	09/05/2020		M			4,500	(7)	(7)	Common Stock	4,500	\$0.0	49,500	D	

**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, 2020, as adjusted to give effect to a five-for-one forward split of the Issuer's common stock in the form of a stock dividend distributed on August 28, 2020.
- 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.
- 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2016, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2020.
- 1/16th of the total restricted stock units initially subject to this award vested on September 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of June 5, 2021.
- 1/16th of the total restricted stock units initially subject to this award vested on December 5, 2017, and 1/16th of the total units initially subject to this award vest every three months thereafter, so that all such shares subject to this award will be fully vested as of September 5, 2021.
- 1/20th of the total restricted stock units initially subject to this award vested on March 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 will be fully vested as of December 5, 2023.
- 1/8th of the total restricted stock units initially subject to this award vested on December 5, 2019, and 1/16th of the total units initially subject to this award vest every quarter thereafter, so that all such shares subject to this award will be fully vested on June 5, 2023.

By: Aaron Beckman, Power of Attorney For: Zachary J. Kirkhorn 09/09/2020

\*\* 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.

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