

Sheehy Douglas T.  
Form 3  
April 21, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sheehy Douglas T.		(Month/Day/Year)	CODEXIS INC [CDXS]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O CODEXIS, INC.,Â 200		04/21/2010		
PENOBSCOT DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
REDWOOD			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
CITY,Â CAÂ 94063			(give title below)	(specify below)
(City)	(State)	(Zip)	SVP, Gen Counsel and Sec.	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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	04/19/2017	Common Stock	100,000 <u>(2)</u>	\$ 2.45 <u>(2)</u>	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	08/28/2017	Common Stock	22,000 <u>(2)</u>	\$ 6.71 <u>(2)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	10/25/2017	Common Stock	37,333 <u>(2)</u>	\$ 6.86 <u>(2)</u>	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	06/02/2019	Common Stock	33,333 <u>(2)</u>	\$ 7.46 <u>(2)</u>	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	11/09/2019	Common Stock	40,666 <u>(2)</u>	\$ 9.09 <u>(2)</u>	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	02/11/2020	Common Stock	33,333 <u>(2)</u>	\$ 10.92 <u>(2)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheehy Douglas T. C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	Â	Â	Â SVP, Gen Counsel and Sec.	Â

## Signatures

/s/ Douglas T. Sheehy 04/21/2010

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Option vests with respect to 25% of the shares subject thereto on April 2, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on April 2, 2011.
- (2) Reflects a 2-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-164044).
- (3) Option vests with respect to 25% of the shares subject thereto on August 28, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 28, 2011.
- (4) Option vests with respect to 25% of the shares subject thereto on October 25, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on October 25, 2011.
- (5) Option vests with respect to 1/24th of the shares subject thereto monthly commencing on January 1, 2011, such that the option will be fully vested and exercisable on January 1, 2013.
- (6) Option vests with respect to 25% of the shares subject thereto on November 9, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on November 9, 2013.
- (7)

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Option vests with respect to 100% of the shares subject thereto on January 1, 2015. Upon the completion of the Issuer's initial public offering, the option will vest with respect to 25% of the shares subject thereto on January 1, 2011, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.