

Lawson Robert J  
 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 Lawson Robert J<br>(Last) (First) (Middle)            |  |  | (Month/Day/Year)<br>04/21/2010   |  | CODEXIS INC [CDXS]   |  |
| C/O CODEXIS, INC., Â 200<br>PENOBSCOT DRIVE<br>(Street) |  |  | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)   |  |
| REDWOOD<br>CITY, Â CA Â 94063<br>(City) (State) (Zip)   |  |  | _____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer _____ Other<br>(give title below) (specify below)<br>SVP and CFO |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>_____ Form filed by More than One Reporting Person |  |

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

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

(Instr. 5)

|                             |       |            |              |             |              |   |   |
|-----------------------------|-------|------------|--------------|-------------|--------------|---|---|
| Stock Option (right to buy) | Â (1) | 11/09/2019 | Common Stock | 266,666 (2) | \$ 9.09 (2)  | D | Â |
| Stock Option (right to buy) | Â (3) | 02/11/2020 | Common Stock | 26,666 (2)  | \$ 10.92 (2) | D | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| Lawson Robert J<br>C/O CODEXIS, INC.<br>200 PENOBSCOT DRIVE<br>REDWOOD CITY, CA 94063 | Â             | Â         | Â SVP and CFO | Â     |

## Signatures

/s/ Robert J.                      04/21/2010  
Lawson

\_\_Signature of                      Date  
Reporting Person

## 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 November 2, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on November 2, 2013.
- (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 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.