CODEXIS INC Form 4

February 21, 2014

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

OMB Number: 3235-0287

Expires: January 31, 2005

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

Sheehy Douglas T. Issuer Symbol CODEXIS INC [CDXS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O CODEXIS, INC., 200 02/19/2014 below) below)

2. Issuer Name and Ticker or Trading

PENOBSCOT DRIVE

1. Name and Address of Reporting Person *

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

See Remarks

5. Relationship of Reporting Person(s) to

REDWOOD CITY, CA 94063

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Indirect (I) Ownership (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $F^{(1)}$ 02/19/2014 12,879 D 233,806 D Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. | Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|----|-----------|-------------|---------------------|--------------------|----------------------|------------|---------------------|-------------------|---------|----------|-------------|-------|
| D | erivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | te Amou | | Derivative | Deriv |
| S | ecurity | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (I | nstr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivativ | | ; | | Secur | ities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | | Security | | | Acquired | | | | | | | Follo |
| | | • | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | of (D) | | | | | | | (Instr | | | |
| | | | | | | (Instr. 3, | | | | | | ` |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | , , | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date Exercisable | Expiration e Date | Title | or | | |
| | | | | | | | | | | Number | | |
| | | | | | | | Lacicisable | | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

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

See Remarks

Signatures

/s/ Dave Swarthout, Attorney-in-Fact for Douglas T.

Sheehy 02/21/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares withheld by the Issuer on vesting of restricted stock solely to cover applicable withholding taxes. No shares were sold in the open market; the transaction reported herein was executed pursuant to the vesting of the Reporting Person's restricted stock.

Remarks:

EVP, Chief Administrative Officer, General Counsel & Secretary

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.

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