

Sarret Joseph 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 *

Â Sarret Joseph J.

(Last) (First) (Middle)

C/O CODEXIS, INC.,Â 200
PENOBSCOT DRIVE

(Street)

REDWOOD
CITY,Â CAÂ 94063

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

04/21/2010

3. Issuer Name **and** Ticker or Trading Symbol
CODEXIS INC [CDXS]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
CBO, President Pharmaceuticals

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

Common Stock

13,333 ⁽¹⁾

I

See Footnote ⁽²⁾

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

SEC 1473 (7-02)

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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)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (3)	08/11/2015	Common Stock	36,666 (1) \$ 1.05 (1)		D	Â
Stock Option (right to buy)	Â (4)	01/26/2017	Common Stock	53,333 (1) \$ 2.45 (1)		D	Â
Stock Option (right to buy)	Â (5)	08/28/2017	Common Stock	19,666 (1) \$ 6.71 (1)		D	Â
Stock Option (right to buy)	Â (6)	10/25/2017	Common Stock	40,000 (1) \$ 6.86 (1)		D	Â
Stock Option (right to buy)	Â (7)	06/02/2019	Common Stock	37,000 (1) \$ 7.46 (1)		D	Â
Stock Option (right to buy)	Â (8)	06/02/2019	Common Stock	13,333 (1) \$ 7.46 (1)		D	Â
Stock Option (right to buy)	Â (9)	11/09/2019	Common Stock	120,000 (1) \$ 9.09 (1)		D	Â
Stock Option (right to buy)	Â (10)	03/11/2020	Common Stock	33,333 (1) \$ 11.87 (1)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sarret Joseph J. C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	Â	Â	Â CBO, President Pharmaceuticals	Â

Signatures

/s/ Joseph J. Sarret 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) 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).
- (2) Shares held by Joseph Sarret as Trustee UTD 5/30/00.
- (3) 100% of the shares subject to the option are fully vested and exercisable.
- (4) Option vests with respect to 25% of the shares subject thereto on January 26, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 26, 2011.

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- (5) 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.
- (6) 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.
- (7) Option vests with respect to 25% of the shares subject thereto on March 1, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on March 1, 2013.
- (8) 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.
- (9) Option vests with respect to 25% of the shares subject thereto on October 16, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on October 16, 2013.
- (10) 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.

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