Sarret Joseph J. Form 4 March 09, 2012

FORM 4

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Sarret Joseph J.			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]	5. Relationship of Reporting Person(s) to Issuer		
				(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			03/07/2012	_X_ Officer (give title Other (specifically)		
				SVP and CBO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				X Form filed by One Reporting Person		
REDWOOD	CITY, CA 94	063		Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			of	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common			Code V	Amount 32,000	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(msu. 1)
Stock	03/07/2012		A	(1)	A	\$ 0	74,000	D	
Common Stock							13,333	I	See Footnote (2)

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and Underlying S (Instr. 3 and	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 3.56	03/07/2012		A	59,000	(3)	03/06/2022	Common Stock	59,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
Sarret Joseph J.							
C/O CODEXIS, INC.			CVD and CDO				
200 PENOBSCOT DRIVE			SVP and CBO				
REDWOOD CITY, CA 94063							

Signatures

/s/ Douglas T. Sheehy, as Attorney-in-Fact for Joseph J. 03/09/2012 Sarret

**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) Restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- (2) Shares held by Joseph Sarret as Trustee UTD 5/30/00.
- Option vests with respect to 25% of the shares subject thereto on March 7, 2013, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on March 7, 2016.

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.

Reporting Owners 2