

Tobin Matthew
Form 3
September 07, 2012

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 Tobin Matthew

(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)

08/28/2012

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)

SVP, Research & Development

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

46,941 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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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)
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 (2)	05/26/2013	Common Stock	3,033	\$ 0.6	D	Â
Stock Option (Right to Buy)	Â (3)	01/04/2015	Common Stock	2,000	\$ 0.9	D	Â
Stock Option (Right to Buy)	Â (4)	12/12/2015	Common Stock	6,666	\$ 1.05	D	Â
Stock Option (Right to Buy)	Â (5)	08/27/2017	Common Stock	5,333	\$ 6.71	D	Â
Stock Option (Right to Buy)	Â (6)	12/10/2017	Common Stock	6,666	\$ 8.69	D	Â
Stock Option (Right to Buy)	Â (7)	01/28/2018	Common Stock	10,000	\$ 10.5	D	Â
Stock Option (Right to Buy)	Â (8)	06/01/2019	Common Stock	19,999	\$ 7.46	D	Â
Stock Option (Right to Buy)	Â (9)	04/26/2020	Common Stock	20,666	\$ 10.92	D	Â
Stock Option (Right to Buy)	Â (10)	01/25/2021	Common Stock	15,000	\$ 9.15	D	Â
Stock Option (Right to Buy)	Â (11)	03/06/2022	Common Stock	29,000	\$ 3.56	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tobin Matthew C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	Â	Â	Â SVP, Research & Development	Â

Signatures

/s/ Dave Swarthout, as Attorney-in-Fact for Matthew Tobin

09/07/2012

__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) Includes 22,500 Restricted Stock Units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- (2)

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Option vested with respect to 25% of the shares subject thereto on May 16, 2004, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on May 16, 2007.

- (3) Option vested with respect to 25% of the shares subject thereto on January 1, 2006, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on January 1, 2009.
- (4) Option vested with respect to 25% of the shares subject thereto on January 1, 2007, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on January 1, 2010.
- (5) Option vested with respect to 25% of the shares subject thereto on August 28, 2008, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on August 28, 2011.
- (6) Option vested with respect to 25% of the shares subject thereto on November 16, 2008, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on November 16, 2011.
- (7) Option vested with respect to 25% of the shares subject thereto on January 1, 2009, and 1/48th of the shares vested monthly thereafter, such that the option was fully vested and exercisable on January 1, 2012.
- (8) Option vests with respect to 1/24th of the shares subject thereto on each monthly anniversary of January 1, 2011, such that the option will be fully vested and exercisable on January 1, 2013.
- (9) Option vested 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.
- (10) Option vested with respect to 25% of the shares subject thereto on January 26, 2012, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 26, 2015.
- (11) 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.

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