SANGSTER GORDON

Form 4

October 04, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

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January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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)

See Instruction

1. Name and Address of Reporting Person * SANGSTER GORDON			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	(Check an applicable)		
C/O CODEXIS, INC., 200 PENOBSCOT DRIVE)	(Month/Day/Year) 10/02/2018	Director 10% Owner _X Officer (give title Other (specify below) SVP & Chief Financial Officer		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
REDWOOD C	CITY, CA 94	4063	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			(D) (5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/02/2018		Code V M	Amount 40,000	(D)	Price \$ 16.7619	174,453	D	
Common Stock	10/02/2018		S	40,000 (2)	D	\$ 16.7619	134,453	D	
Common Stock	10/03/2018		M	40,000	A	\$ 17.1129	174,453	D	
Common Stock	10/03/2018		S	13,558 (2)	D	\$ 16.7435 (4)	160,895	D	
	10/03/2018		S		D		134,453	D	

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Common 26,442 (2) Stock 17.3023 (5)

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

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(9-02)

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 Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.45	10/02/2018		M	40,000	<u>(1)</u>	08/18/2024	Common Stock	40,000
Stock Option (Right to Buy)	\$ 2.45	10/03/2018		M	40,000	<u>(1)</u>	08/18/2024	Common Stock	40,000

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

SANGSTER GORDON C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063

SVP & Chief Financial Officer

Signatures

/s/ Gordon 10/04/2018 Sangster

**Signature of Date

Reporting Person

2 Reporting Owners

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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) The Option is fully vested and exercisable.
- (2) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on August 28, 2018.
- This transaction was executed in multiple trades in prices ranging from \$16.46 to \$17.00, inclusive. The price report in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- This transaction was executed in multiple trades in prices ranging from \$16.52 to \$16.995, inclusive. The price report in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- This transaction was executed in multiple trades in prices ranging from \$17.00 to \$17.63, inclusive. The price report in Column 4 above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

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.