FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

e Responses	5)														
1. Name and Address of Reporting Person* Lawson Robert J			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2010						X Officer (give title below) Other (specify below) SVP and CFO						
(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					
DD CITY,		(Zin)													
	(State)				_								-		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	/	Date, if	f Code (Instr. 8)					of (D)	Beneficially Owned Following Reported Transaction(s)		Following	Ownership Form:	Beneficial
			(Month/Da	ay/Year)		de	V	Amount	(A) or t (D)	Price	O. (I		or Indirect (I)	Ownership (Instr. 4)	
Stock		08/10/2010			I	•			1	\$	2,000			, ,	
						quire	conta the fo	ained ir orm dis sposed o	n this for splays a of, or Ben	rm are currer reficiall	not reqเ ntly valid	uired to res	spond unle	ss	(>,
2. Conversion or Exercise Price of Derivative Security	se (Month/Day/Ye	3A. Deemed Execution Dat Year) any	4. Transaction Code Year) (Instr. 8)		5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ti Amo Unde Secu	ount of erlying rities r. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect (s) (I)	Beneficial Ownershij (Instr. 4)	
											Amount				
E C C C C C C C C C C C C C C C C C C C	Address of obert J EXIS, IN DD CITY, curity Conversion of Exercise of Derivative	Address of Reporting Per obert J (First) EXIS, INC., 200 PEN (Street) DD CITY, CA 94063 (State) Eurity 3. Transaction Date Texercise rice of Derivative	Address of Reporting Person bett J (First) (Middle) EXIS, INC., 200 PENOBSCOT (Street) DD CITY, CA 94063 (State) (Zip) Eurity 2. Transaction Date (Month/Day/Year) Stock 08/10/2010 Table II - Conversion of Exercise Price of Derivative and Date (Month/Day/Year) Table II - (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* Obert J CODEX (First) (Middle) (EXIS, INC., 200 PENOBSCOT (Street) OD CITY, CA 94063 (State) Conversion Table II - Derivative (e.g., puts,	Address of Reporting Person* Obert J CODEXIS INC COMPLETE: CODEXIS INC CODEXIS INC CODEXIS INC COMPLETE: CODEXIS INC CODEXIS INC CODEXIS INC COMPLETE: CODEXIS INC CODEXIS INC COMPLETE: CODEXIS INC CODEXIS INC COMPLETE: COMPLETE: CODEXIS CODEXIS COMPLETE: CODEXIS COMPLETE: CODEXIS COMPLETE: CODEXIS COMPLETE: CODEXIS COMPLETE: CODEXIS COMPLETE: COMPLETE: CODEXIS COMPLETE: COMPLETE: CODEXIS COMPLETE: CODEXIS COMPLETE: COMPLETE:	Address of Reporting Person* Obert J CODEXIS INC [CI CODEXIS	Address of Reporting Person bett J 2. Issuer Name and Ticker of CODEXIS INC [CDXS] (First) (Middle)	Address of Reporting Person* Obert J CODEXIS INC [CDXS] (First) (Middle) EXIS, INC., 200 PENOBSCOT (Street) OD CITY, CA 94063 (State) Courty 2. Transaction Date (Month/Day/Year) OD CITY, CA 94063 (State) 2. Transaction Date (Month/Day/Year) Code OB/10/2010 Table I - Non-Derivative Securities Acquired, Discoversion of Execution Date, if Transaction Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) Oberivative (Month/Day/Year) A. Deemed Execution Date, if Transaction Code (Instr. 8) Table II - Derivative Securities Acquired (Month/Day/Year) Oberivative Securities Acquired (A) or Disposed of (D)	Address of Reporting Person* Obert J Obert Almonth / Day / Pear J Obert J Obert J Obert Almonth / Day / Pear J Obert J Obert Almonth / Day / Pear J Obert J Obert Almonth / Day / Pear J Obert State Obert Almonth / Day / Pear J Obert State Obert Almonth / Day / Pear J Obe	Address of Reporting Person bett J Code	Address of Reporting Person Debert J 2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] 3. Date of Earliest Transaction (Month/Day/Year) 08/10/2010 4. If Amendment, Date Original Filed(Month/Day/Year) 08/10/2010 Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) Price Portion a separate line for each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of, or Beneficially or Disposed of (D) (Instr. 8) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially or Disposed of (D) (Instr. 8) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially or Disposed of (D) (Instr. 8) (Derivative Securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Derivative Securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Derivative Securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Derivative Securities) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Derivative Securities)	Address of Reporting Person 2 Debert J CODEXIS INC [CDXS] (First) (Middle) (Street) 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 8) Purity 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Purity 3. Transaction Date (Month/Day/Year) Purity 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 5) Code V Amount (D) Price (Reported Code (Instr. 3 and 5) Person file (Instr. 3 and 5) Person file (Month/Day/Year) Person file (Month/Day/Year) Person file (A) or Disposed of (D) (Instr. 3 and 5) Person file (Instr. 3 and 5) (Instr. 3 and 6) Person file (Month/Day/Year) Person file (Month/Day/Year) (Instr. 3 and 6) (Instr. 3 and 6	Address of Reporting Person* ODEXIS INC [CDXS] SALE (First) (Middle) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) OD CITY, CA 94063 State) 2. Transaction Date (Month/Day/Year) OBTO CODEXIS INC [CDXS] 4. If Amendment, Date Original Filed(Month/Day/Year) OD CITY, CA 94063 Table I - Non-Derivative Securities Acquired, Disposed of, or Infanction (Instr. 3, 4 and 5) (Instr. 8) (Anount of Security Reported Transaction (Instr. 3 and 4) Stock 08/10/2010 P 2,000 A \$7.996 2,000 Table II - Derivative Securities Acquired, Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4) Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 3 and 4)	Address of Reporting Person betrt J CODEXIS INC [CDXS] (First) (Middle) (CN) (Middle) (CN) (Check all application of the collection of information of the form displays a currently valid OMB control number of Exercise (Month/Day/Year) A Definition of the collection of the collection of information in this form are not required to respond unless the form displays a currently valid OMB control number of Exercise (Month/Day/Year) (Month/Day/Year) (Instr. 3) and A) or Exercise (Month/Day/Year) (Month/Day/Year) (Instr. 3) and A) or Exercise (Month/Day/Year) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3) and A) or Date (E.g., puts, calls, warrants, options, convertible securities) (Instr. 3	Address of Reporting Person* obert J CODEXIS INC [CDXS] (First) (Middle) EXIS, INC., 200 PENOBSCOT (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) OD CITY, CA 94063 (State) Cup Table I - Non-Derivative Securities Acquired, (Month/Day/Year) Odd (Instr. 4) Code (A) or Code (Month/Day/Year) Obertication Obertic

		Relationships						
Reporting	Reporting Owner Name / Address		10% Owner	Officer	Other			
200 PENC	obert J EXIS, INC. DBSCOT DRIVE DD CITY, CA 94063			SVP and CFO				

Signatures

/s/ Robert J. Lawson	08/11/2010
**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).

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.