FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

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

erson *	2 I N											
		Issuer Name and Ticker or Trading Symbol DEXIS INC [CDXS]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner				
(Middle) NOBSCOT	3. Date of Earliest Transaction 05/01/2012			(Month/Day/Year)			X Officer (give title below) Other (specify below) Interim President and CEO					
(Street) REDWOOD CITY, CA 94063			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				
(Zip)	Tal	ble I - Nor	ı-Deri	vative S	ecurities A	Acqui	ired, Dispo	osed of, or E	Beneficially (wned		
2. Transaction Date (Month/Day/Year)	any	(Instr. 8)		4. Securities Acquir (A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficial Reported	lly Owned Following Transaction(s)		Form: Direct (D)	Beneficial Ownership	
		Code	V	Amoun	(A) or (D)	Price				(I)	(Instr. 4)	
05/01/2012		A		2,717 (1)	A S	80	57,456			D		
		-	-	-			ly Owned					
1. Title of Derivative Conversion Date Conversion or Exercise (Month/Day/Year) 3. Transaction Date Execution Data any		(e.g., puts, calls, warrants, opt		tions, convertible securities 6. Date Exercisable and Expiration Date (Month/Day/Year) Un Sec			<u> </u>		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)			
Execution Dat (Year) any	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D)	(Mon		n Date	Amo Undo Secu (Inst	ount of erlying irities	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction(Ownersl Form of Derivati Security Direct (I or Indire	Beneficia Ownersh (Instr. 4)	
Ċ	(Zip) 2. Transaction Date (Month/Day/Year) 05/01/2012 or each class of securi	(Zip) 2. Transaction Date (Month/Day/Year) 05/01/2012 Table II - Derivative Securitie (e.g., puts, calls, wa	(Zip) 2A. Deemed Execution Date, if any (Month/Day/Year) Code 05/01/2012 Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op	(Zip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code V 05/01/2012 A Table II - Derivative Securities Acquired, Discussion Code (Instr. 8) Code V Persocontathe for Code (Instr. 8)	(Zip) Table I - Non-Derivative S 2. Transaction Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) O5/01/2012 Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting to the contained in the form dissert of the contained of the con	(Zip) Table I - Non-Derivative Securities Acquired, Date (A) or Disposed of (Instr. 8) (Month/Day/Year) 2. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code V Amount (A) or (D) (Instr. 3, 4 and 5) Code V Amount (D) Instr. 3 (A) or (D)	(Zip) Table I - Non-Derivative Securities Acquired 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (A) or Price A 2,717 A \$ 0 Derivative Securities beneficially owned directly or indirectly. Persons who respond to contained in this form are the form displays a current the form displays a current (e.g., puts, calls, warrants, options, convertible securities)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 8) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (A) or Price (A) or Price (Instr. 3 are are and class of securities beneficially owned directly or indirectly. (A) or Price (A) or Price (D) (Instr. 3 are are are not required (Instr. 3) (A) or Price (D) (Instr. 3 are are are are are not required (Instr. 3) (D) (Instr. 3 are are are are are not required (Instr. 3) (D) (Instr. 3 are are are are are not required (Instr. 3) (D) (Instr. 3 are are are are are not required (Instr. 3) (D) (Instr. 3) (Execution Date (Instr. 8) (Instr. 3) (In	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Each class of securities beneficially owned directly or indirectly. Table I - Non-Derivative Securities Acquired, Disposed of, or Each class of securities beneficially owned directly or indirectly. Table II - Derivative Securities Acquired, Disposed of (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) A 2,717 (1) Persons who respond to the collection of information of the contained in this form are not required to rest the form displays a currently valid OMB contained in this form Beneficially Owned	Z. Transaction Date Z. Transaction Z. Transaction Z. A. Deemed Z. A. D	Zip Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year) 2A. D	

Other

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

Signatures

Strumph Peter M

Reporting Owner Name / Address

/s/ Dave Swarthout, as Attorney-in-Fact for Peter M. Strumph		05/03/2012
**Signature of Reporting Person		Date

10%

Owner

Officer

Interim President and CEO

Director

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.

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.