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

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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

ses)														
Name and Address of Reporting Person * NICOLS JOHN J			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]						:	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X Officer (give title below) Other (specify below) President & CEO				
(Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE (Street) REDWOOD CITY, CA 94063			Date of Earliest Transaction (Month/Day/Year) 06/13/2013 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					
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
	2. Transaction Date (Month/Day/Year)	any			f Code (Instr. 8)		, i		of (D)	Beneficia Reported	ally Owned Following Transaction(s)		6. Ownership Form:	Beneficial
(Month/Day/Year) Code V A		Amou	(A) or (D)		(instr. 3 and 4)			or Indirect (I) (Instr. 4)	Ownership (Instr. 4)					
	06/13/2013				F ⁽¹⁾		70,46	3 D	\$ 2.17	840,537	,		D	
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on Date (Month/Day/	3A. Deemed Execution Date, any	ate, if T	4., if Transaction Code ear) (Instr. 8)		Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable		7. Tir Amo Unde Secu	ount of erlying rities		Derivative Securities Beneficially Owned Following Reported	Owners: Form of Derivati Security Direct (i or Indirect)	Ownershi (Instr. 4)	
										Amount				
s J I	s of Reporting Pe J (First) INC., 200 PEI (Street) TY, CA 94063 (State) a a separate line for the separat	S of Reporting Person J (First) (Middle) INC., 200 PENOBSCOT (Street) (Street) (Street) 2. Transaction Date (Month/Day/Year) 06/13/2013 Table II - Table II - (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	S of Reporting Person* J (First) (Middle) (INC., 200 PENOBSCOT (Street) 2. Isc (06/13 (Street) 2. Isc (06/13 (Street) 2. Isc (06/13 (Street) 2. Isc (06/13 (Street) 2. Isc (16/13 (Street) 2. Isc (2ip) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., put any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Nan CODEXIS I (First) (Middle) 3. Date of Earl 06/13/2013 (Street) 4. If Amendment of Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, of Execution Date, if Code (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, of Execution Date, if Code (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, of Code (Month/Day/Year)) 4. If Amendment of Execution Date (e.g., puts, calls, of Code (E.g., puts, calls, of Code (Month/Day/Year)) 4. If Amendment of Execution Date (e.g., puts, calls, of Code (E.g., puts, calls, of Code (Month/Day/Year))	2. Issuer Name and CODEXIS INC (First) (Middle) INC., 200 PENOBSCOT (Street) (Street) (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Date of Earliest 06/13/2013 4. If Amendment, Inc. 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities (e.g., puts, calls, ware) Table II - Derivative Securities (e.g., puts, calls, ware) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	2. Issuer Name and Ticker CODEXIS INC [CDXS] (First) (Middle) (Mi	2. Issuer Name and Ticker or Tra CODEXIS INC [CDXS] (First) (Middle) INC., 200 PENOBSCOT (Street) 4. If Amendment, Date Original First (Month/Day/Year) 2. Transaction Date (Instr. 8) Code V O6/13/2013 Table II - Derivative Securities Acquired, Diceg., puts, calls, warrants, options of the first of th	2. Issuer Name and Ticker or Trading Sy CODEXIS INC [CDXS] (First) (Middle) (10C., 200 PENOBSCOT) (Street) (Street) (State) (2ip) (State) (2ip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) (Code (A) or Disposed (A) or Dispo	2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] (First) (Middle) (Month/Day/Year) (Month/Day	2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 06/13/2013 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 7, CA 94063 (State) 2A. Deemed Execution Date, if (Month/Day/Year) 8 (Instr. 8) 2. Transaction Execution Date, if (any (Month/Day/Year)) 1 (Instr. 3, 4 and 5) (Month/Day/Year) 2 (Instr. 8) 2 (Instr. 8) 2 (Instr. 8) 2 (Instr. 8) 3. Transaction (A) or Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities) 1 (Instr. 8) 3. Transaction (Month/Day/Year) 1 (Instr. 8) 5 (Instr. 8) 6 (Instr. 8	Sof Reporting Person	So of Reporting Person* J. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] (First) (Middle) INC., 200 PENOBSCOT (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 06/13/2013 Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Persons who respond to the collection of int contained in this form are not required to resthe form displays a currently valid OMB con Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) 3. Transaction Code V Amount (D) Price Persons who respond to the collection of int contained in this form are not required to resthe form displays a currently valid OMB con Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year) 3. Transaction Date (Bay Code (Instr. 3) Derivative Securities Acquired (Instr. 3) Derivative Securities (Instr. 3)	Some Reporting Person	2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] 3. Date of Earliest Transaction (Month/Day/Year) 06/13/2013 4. If Amendment, Date Original Filed(Month/Day/Year) 06/13/2013 5. Relationship of Reporting Person(s) to Issue (Check all applicable) 10%, Other topacity in the below) 10%, Other topacity in the below 10%, Other topacity in the belo

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NICOLS JOHN J C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	X		President & CEO				

Signatures

/s/ David R. Swarthout, Attorney-in-Fact for John J. Nicols	06/17/2013	
**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) Shares withheld by the Issuer on vesting of restricted stock to cover applicable withholding taxes.

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.