

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Lalonde James			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, R&D		
(Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 05/13/2019					
(Street) REDWOOD CITY, CA 94063			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/13/2019		M		17,621 (1)	A	\$ 7.46	151,023 (1)	D	
Common Stock	05/13/2019		S		17,621 (1)	D	\$ 18.6116 (2)	133,402	D	
Common Stock	05/14/2019		M		2,378 (3)	A	\$ 7.46	135,780 (3)	D	
Common Stock	05/14/2019		S		2,378 (3)	D	\$ 18.9485 (4)	133,402	D	

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

SEC 1474 (9-02)

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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. Transaction Code (Instr. 8)		5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$ 7.46	05/13/2019		M		17,621 (1)	(5)	(6)	Common Stock	17,621 (1)	\$ 0	2,378 (3)	D	
Stock Option (Right to Buy)	\$ 7.46	05/14/2019		M		2,378 (3)	(5)	(6)	Common Stock	2,378 (3)	\$ 0	0	D	

Reporting Owners

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

Lalonde James C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			SVP, R&D	
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Signatures

/s/ Richard Sabalot, Attorney-in-Fact for James Lalonde		05/15/2019
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) Includes 7,949 shares held in constructive trust for the sole benefit of the reporting person's ex-spouse pursuant to terms of a marital settlement agreement. The shares held in trust for the ex-spouse are no longer beneficially owned by the reporting person.
This transaction was executed in multiple trades in prices ranging from \$18.50 to \$18.84, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The
- (2) 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 with the range set forth in this footnote.
- (3) Includes 1,073 shares held in constructive trust for the sole benefit of the reporting person's ex-spouse pursuant to terms of a marital settlement agreement. The shares held in trust for the ex-spouse are no longer beneficially owned by the reporting person.
This transaction was executed in multiple trades in prices ranging from \$18.90 to \$19.00, inclusive. The price reported in Column 4 above reflects the weighted average sale price. The
- (4) 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 with the range set forth in this footnote.
- (5) The option is fully vested and exercisable.
- (6) The option was exercised by the Reporting Person ahead of its expiration on June 1, 2019.

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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