

INITIAL STATEMENT OF 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* Shell Brazil Holding B.V. (Last) (First) (Middle) P.O. BOX 162 (Street) THE HAGUE, P7 2501 AN (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/20/2011	3. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4) Common Stock	2. Amount of Securities Beneficially Owned (Instr. 4) 5,573,319 (1)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) D	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shell Brazil Holding B.V. P.O. BOX 162 THE HAGUE, P7 2501 AN		X		

Signatures

/s/ Stephen Rees, for Shell Brazil Holding B.V. as its Director	05/20/2011
<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 5(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).

Acquisition of Codexis Common Stock was effected via transfer of such Common Stock from Equilon Enterprises LLC, an indirect wholly owned subsidiary of Royal (1) Dutch Shell plc ("RDS"), to Shell Brazil Holding B.V., an indirect wholly owned subsidiary of Royal Dutch Shell plc for \$10.07 per share, the closing price for shares of Codexis Common Stock on 5/20/11. RDS's beneficial ownership of the Codexis Common Stock was not affected by the transfer.

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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