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

Responses)															
Name and Address of Reporting Person* Lalonde James			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]						5	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) 03/05/2015							X Officer (give title below) Other (specify below) SVP, R&D						
(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 PersonForm filed by More than One Reporting Person					
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1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date		e, if	3. Transa Code (Instr. 8)		4. Securities Acqui (A) or Disposed of		aired :	5. Amoun Beneficial Reported	nt of Securities ally Owned Following Transaction(s)		6. Ownership Form:	Beneficial	
			(Mon	th/Day/Y	ear)		e	V Ar	nount	(A) or (D)		(Instr. 3 a	nd 4)		or Indirect (I)	Ownership (Instr. 4)
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	Date	Execution Da (Year) any	tte, if Transaction Code Year) (Instr. 8)		on]			and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivating Security Direct (I or Indire	Beneficial Ownershij (Instr. 4)	
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Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] S. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director (Check all applicable) SVP, R&D SVP,

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Lalonde James C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			SVP, R&D				

Signatures

/s/ Doug Sheehy, Attorney-in-Fact for James Lalonde	03/09/2015	
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).
- Shares withheld by the Issuer on vesting of performance stock units solely to cover applicable withholding taxes. No shares were sold in the open market; the transaction (1) reported herein was executed automatically upon the release of shares of stock acquired by the Reporting Person pursuant to the prior achievement of performance metrics as determined by the Issuer's compensation committee.

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.