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)													
1. 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 10% Owner				
(Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2016						X Officer (give title below) Other (specify below) President and CEO				
(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 Person Form filed by More than One Reporting Person				
(State)		T.		NT.	ъ :	4. 6			1.00	1.6.1		0 1	
1.Title of Security (Instr. 3) 2. Train Date		2A. Deemed Execution Date, if any	3. Transaction		ction 4	ion 4. Securities Acquir		uired of (D)	ed 5. Amount of Securities		les Following	6. Ownership Form:	7. Nature of Indirect Beneficial
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	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 and CEO				

Signatures

/s/ Doug Sheehy, Attorney-in-Fact for John Nicols	02/12/2016
**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 units ("RSUs") solely to cover applicable withholding taxes. No shares were sold in the open market; the transaction reported herein was executed automatically upon the release of the RSUs upon the vesting thereof.

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.