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

1. Name and Address of Reporting Person* Smith David V				2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner				
(Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 06/15/2016						Office	r (give title belo	ow)	Other (specify	pelow)	
(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				
, CA 94063 (State)	(Zip)				ъ .		• • •					0 1		
			_		-								7 N	
1	Date	Execution Date, any	if Co (In	f Code (Instr. 8)				of (D)	Beneficia Reported	ally Owned Following Transaction(s)		Ownership Form:	7. Nature of Indirect Beneficial	
		(Month/Day/Yea		Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	nd 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
	06/15/2016			A		-	A	\$ 0	44,785	4,785		D		
				t cquire	the for d, Disp	m disp	lays a	currer eficiall	ntly valid	OMB con				
	3A. Deemed Execution Date, any	4. Transaction Code	5. Num of Deri Secu	aber vative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Security (Instr. 5)		Owners Form of Derivat Security	Benefici		
			Acqu (A) of Disp of (I (Inst 4, an	or osed O) r. 3,				4)	Amount		Reported Transaction	Direct (or Indir (I) (Instr. 4	D) ect	
	(First) IC., 200 PENO (Street) 7, CA 94063 (State) separate line for 3. Transaction Date	(First) (Middle) IC., 200 PENOBSCOT (Street) 7, CA 94063 (State) (Zip) 2. Transaction Date (Month/Day/Year) 06/15/2016 separate line for each class of secur Table II - I (3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year)	(First) (Middle) IC., 200 PENOBSCOT (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities beneficially of the companion of the co	(First) (Middle) IC., 200 PENOBSCOT (Street) 2. Transaction Date (Month/Day/Year) 24. Deemed Execution Date, if any (Month/Day/Year) 36. Transaction Date (In Derivative Securities Accurate Securities Ac	(First) (Middle) IC., 200 PENOBSCOT (Street) (Street) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Lass of securities beneficially owned directly degree (Lass) Table II - Derivative Securities Acquire (Lass) Transaction Date (Month/Day/Year) 3. Transaction Date (Lass) 3. Transaction Date (Lass) (Month/Day/Year) 3. Transaction Date (Lass) (Month/Day/Year) 3. Transaction Date (Lass) (Month/Day/Year) 3. Transaction Date (Lass) (Lass) Code (Lass) Code (Lass) Code (Lass) Code (Lass) Derivative Securities Derivative Securities Derivative Securities	(First) (Middle) IC., 200 PENOBSCOT 3. Date of Earliest Transaction (Mon 06/15/2016 (Street) 4. If Amendment, Date Original File (Instr. 8) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 2. Transaction Date (Instr. 8) 2. Transaction Date (Lass of securities beneficially owned directly or incompared the form of the	CODEXIS INC [CDXS] 3. Date of Earliest Transaction (Month/Day/ 06/15/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/ 06/15/2016 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 3. Transaction Date (e.g., puts, calls, warrants, options, convertile any (Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Instr. 8) 3. Date of Earliest Transaction (Month/Day/Year) 4. Securities Denerically owned directly or indirectly. Persons who contained in the form dispute th	(First) (Middle) (IC., 200 PENOBSCOT) 3. Date of Earliest Transaction (Month/Day/Year) (O6/15/2016) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. CA 94063 (State) (Zip) Table I - Non-Derivative Securities Execution Date (Month/Day/Year) 2A. Deemed Execution Date, if (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 8) (Inst	CODEXIS INC [CDXS] (First) (Middle) (1C., 200 PENOBSCOT) 3. Date of Earliest Transaction (Month/Day/Year) (06/15/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. CA 94063 (State) 7. Table I - Non-Derivative Securities Acquired Execution Date, if (Month/Day/Year) (Month/Day/Year) (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8) (A) or Disposed of (D) (Instr. 8) (Instr	CODEXIS INC [CDXS] 3. Date of Earliest Transaction (Month/Day/Year) 06/15/2016 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individing X, Form file Form file 7, CA 94063 (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 a Persons who respond to the collect contained in this form are not required from displays a currently valid Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 8) Direc Office Office 6. Individax X_ Form file Code (Instr. 8) Code (Instr. 8) Persons who respond to the collect contained in this form are not required from displays a currently valid Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. Securities Persons who respond to the collect contained in this form are not required for the form displays a currently valid Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 7. Title and Amount of Underlying Securities (Instr. 3 and (Month/Day/Year))	CODEXIS INC [CDXS] X_Director Officer (give title belic) X_Director Officer (give title belic) CODEXIS INC [CDXS] X_Director Officer (give title belic) X_Director Officer (give title belic X_Director X_Direct	CODEXIS INC [CDXS] (First) (Middle) (IC., 200 PENOBSCOT (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Cade V Amount (D) Price 2. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) Code V Amount (D) Price (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4)	CODEXIS INC [CDXS] X_Director Officer (give title below) 10% Owner Owner Officer (give title below) 10% Owner Ow	

		nips		
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Smith David V C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	X			

Signatures

/s/ Gordon Sangster, Attorney-in-Fact for David V. Smith	06/17/2016
**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.
- (1) Restricted stock. The shares vest on the earlier of June 15, 2017 or the date of the Issuer's 2017 annual meeting of stockholders.

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.