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

(First) NC., 200 PEN (Street) Y, CA 94063 (State)	(Middle) NOBSCOT	3. Date of 03/05/2	f Earliest 017	C [C]	DXS]]				Directo	(Che		able) 0% Owner	
(Street) Y, CA 94063	NOBSCOT	03/05/2	017	t Tran	saction	n (Mont	th/Day	(X.7. \		V 0.00.				
Y, CA 94063		4. If Ame	endment	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2017						X Officer (give title below) Other (specify below) SVP, R&D				
		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						
()	(Zip)													
		24 D				-				uired, Disposed of, or Beneficially Owned 5. Amount of Securities 6. 7. Nat				7 Notes
	2. Transaction Date (Month/Day/Year)	-	n Date, if	if Code (Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5)			of (D)	Beneficial Reported	lly Owned Following Transaction(s)		Ownership of Form:	Beneficial
		(Month/E	onth/Day/Year)		ode	VA	umount	(A) or (D)	Price	(Instr. 3 and 4)			or Indirect (I)	Ownership (Instr. 4)
	03/05/2017			F	(1)	2	0,630	D	\$ 4.15	241,986			D	
					t quire	the for	m dis	plays a f, or Ben	currei eficial	ntly valid				
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Youngle Security)	n 3A. Deemed Execution Day Year) any	te, if 4. Tran	4., if Transaction 1 Code (Instr. 8)		5. Number of Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		6. Date Exercisable		7. Ti Amo Und Secu	ount of erlying prities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire (s) (I)	Beneficia Ownershi (Instr. 4)
		Со	de V	(A)		Date Exercis			n Title	or Number of Shares				
S	3. Transaction Date (Month/Day/	Table II - 1 (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	Table II - Derivative (e.g., puts, on Date (Month/Day/Year) a separate line for each class of securities benefit (e.g., puts, on Date (Month/Day/Year) a separate line for each class of securities benefit (e.g., puts, on Date (e.g., puts, on Date (Month/Day/Year)) A. Transaction Date (e.g., puts, on Date (e.g., puts, on Date (Month/Day/Year)) A. Transaction Date (e.g., puts, on Dat	Table II - Derivative Securit (e.g., puts, calls, w. as a separate line for each class of securities beneficially or the sequence of the control of the cont	Table II - Derivative Securities Ac (e.g., puts, calls, warran (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8) (Code V (A)	Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op on Date (Month/Day/Year) 3. 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Code V Amount (A) or Price	a separate line for each class of securities beneficially owned directly or indirectly. Code V Amount (A) or (D) Price (Instr. 4)

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

Signatures

/s/ Gordon Sangster, Attorney-in-Fact for James Lalonde	03/07/2017
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.