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 * NICOLS JOHN J				2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]							5	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) 03/05/2017								X Officer (give title below) Other (specify below) President and CEO				
(Street) CA 94063		4. If A	Amendm	nent,	Date (Origin	nal F	iled(Montl	h/Day/Ye	ear)		X_ Form fil	ed by One Repo	orting Person		ble Line)
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date	Date		any		Code (Instr. 8)				ed of	(D)	Beneficia Reported	ficially Owned Following rted Transaction(s)		Ownership Form:	Beneficial	
		(Mont	:h/Day/Y	ear)		de	V	Amour	o	r		(Instr. 3 a	and 4)	O: (I		Ownership (Instr. 4)
03/0	05/2017				F	<u>1)</u>		149,11	19 D			1,164,854		D		
						quire	cont the f	tained in form dis	n this splays of, or l	forn s a co Benef	n are urren ficially	not requ tly valid	uired to res	spond unle	ss	1474 (9-02)
3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da	4. Transaction Code		tion	5.		6. Date Exercisable 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 Derivativ Security: Direct (I or Indire	Ownershi (Instr. 4) cet	
							Date	,	Expira	otion		Amount or Number				
	(First) C., 200 PENOE (Street) CA 94063 (State) 2. Tr Date (Mo	Reporting Person* (First) (Middle) C., 200 PENOBSCOT (Street) CA 94063 (State) (Zip) 2. Transaction Date (Month/Day/Year) 03/05/2017 Table II - 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date (Month/Day/Year)	Reporting Person* 2. Is COI (First) (Middle) 3. Da 03/0 C., 200 PENOBSCOT 4. If A CA 94063 (State) (Zip) 2. Transaction Date (Month/Day/Year) 2A. D Execution Date (Month/Day/Year) Parate line for each class of securities be described by the control of th	Reporting Person* 2. Issuer Na CODEXIS (First) (Middle) C., 200 PENOBSCOT (Street) 4. If Amendm CA 94063 (State) (Zip) 2. Transaction Date (Month/Day/Year) 03/05/2017 Paparate line for each class of securities beneficial Table II - Derivative Sec (e.g., puts, call any) Transaction Date (Month/Day/Year) 3. Transaction Date Execution Date, if Arransaction any Code	Reporting Person 2. Issuer Name a CODEXIS INCODEXIS INCO	Reporting Person* 2. 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Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS] 5. Relationship of Reporting Persor (Check all applic X_Director Y_X_Officer (give title below) 7. President and (1. Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3, and 4) 1. All famendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction (A) or Disposed of (D) (Instr. 3, 4 and 5) 3. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 4. Transaction (Month/Day/Year) 4. Transaction (Month/Day/Year) 5. Transaction (Month/Day/Year) 6. Date Execution Date, if Transaction (Month/Day/Year) 7. Transaction (Month/Day	Code Code

	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/ Gordon Sangster, Attorney-in-Fact for John Nicols	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.