## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

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]							4	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) 03/05/2018							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					
D CITT,	(State)	(Zip)			Tal	hle I - 1	Non-	-Deriv	vative S	Securities	Acqui	red Disne	osed of or l	Reneficially (	Owned	
curity		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date,		e, if	3. Transact		tion 4. Securities Acqu		uired of (D)	5. Amoun Beneficia Reported	nt of Securities ally Owned Following		6. Ownership Form:	7. Nature of Indirect Beneficial	
			(Mon	ith/Day/Y	ear)		le	V	Amoun	(A) or (D)		(Instr. 3 a	and 4) Director India (I)		or Indirect (I)	Ownership (Instr. 4)
Stock		03/05/2018				F(1	)		11,920			230,066	066		D	
							t uire	the fo	rm dis	plays a o	curren eficiall	itly valid				
							-				T (				2 1 2	144.37
	Date	Execution Da any	te, if Transaction Code Year) (Instr. 8)		on 1			and Expiration Date (Month/Day/Year)		Amo Unde Secur	unt of erlying rities		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	Beneficial Ownershij (Instr. 4)	
								Date		Expiration		Amount or Number				
S e e	Address of mes  EXIS, INC  D CITY,  urity  Stock  eport on a service of perivative	Address of Reporting Permes  (First)  EXIS, INC., 200 PEN  (Street)  D CITY, CA 94063  (State)  urity  Stock  Poort on a separate line for conversion on the exercise rice of perivative line and the exercise of perivative line and the exercise of levivative line and the exercise line and the exercise of levivative line and the exercise line and the exer	Address of Reporting Person mes  (First) (Middle) EXIS, INC., 200 PENOBSCOT  (Street)  D CITY, CA 94063  (State) (Zip)  urity 2. Transaction Date (Month/Day/Year)  Stock 03/05/2018  Poort on a separate line for each class of security and pate (Month/Day/Year)  Table II - 1  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	Address of Reporting Person 2. I. COI  mes COI  (First) (Middle) 3. Da  (3/0  (Street) 4. If  D CITY, CA 94063  (State) (Zip)  urity 2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Proof on a separate line for each class of securities be conversion on the Exercise (Month/Day/Year)  Table II - Deriva (e.g., p. and p. d. and	Address of Reporting Person*  2. Issuer Nam CODEXIS 1  (First) (Middle) 3. Date of Earl 03/05/2018  (Street) 4. If Amendment of Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Secution Date (e.g., puts, calls, ca	Address of Reporting Person*  mes  CODEXIS INC  (First) (Middle)  3. Date of Earliest 03/05/2018  (Street) 4. If Amendment, if  (Strate) (Zip) Ta  urity 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)  Stock 03/05/2018  Table II - Derivative Securities beneficially own  Table II - Derivative Securities beneficially own	Address of Reporting Person 2. Issuer Name and Tick CODEXIS INC [CD EXIS, INC., 200 PENOBSCOT 3. Date of Earliest Transa 03/05/2018  (Street) 4. If Amendment, Date OD CITY, CA 94063  (State) (Zip) Table I -  urity 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date 2. Transaction Date 2. Transaction Date 3. Transaction Code (Instr. 2. Transaction Date 2. Transaction Date 2. Transaction Date 3. Deemed 3. Transaction Date 4. Transaction Code 3. Transaction Date 3. Transaction Date 4. Transaction Date 3. Transaction Date 4. Transaction Date 6. Transaction Date 7. Transaction Date 8. Transaction Date 9. Transa	Address of Reporting Person*  mes  2. Issuer Name and Ticker of CODEXIS INC [CDXS]  (First) (Middle)  EXIS, INC., 200 PENOBSCOT  (Street)  4. If Amendment, Date Origin  D CITY, CA 94063  (State)  (Zip)  Table 1 - Non  urity  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Address of Reporting Person*  (Street)  4. If Amendment, Date Origin  Execution Date, if any (Month/Day/Year)  Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of perivative Securities Acquired (A) or Disposed of (D) (Instr. 3, opt of (D)) (Instr. 4,	Address of Reporting Person — CODEXIS INC [CDXS]  (First) (Middle) (SXIS, INC., 200 PENOBSCOT) 3. Date of Earliest Transaction (Moreoversian Person) (Street) 4. If Amendment, Date Original File (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/	Address of Reporting Person*  (First) (Middle) (SXIS, INC., 200 PENOBSCOT)  (Street) 4. If Amendment, Date Original Filed(Month)  (D CITY, CA 94063  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Interior of Perivative Securities Acquired (Month)Day/Year)  (Stock 03/05/2018  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Interior of Date (E.g., puts, calls, warrants, options, converting any (Month)Day/Year)  (Stock 03/05/2018  (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Interior of Date (E.g., puts, calls, warrants, options, converting any (Month)Day/Year)  (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and Expertation Date)  (Month)Day/Year) (Instr. 8) (Instr. 8)  (Code V Amount Persons who contained in the form distribution Date (Instr. 8)  (Month)Day/Year) (Instr. 8)	Address of Reporting Person Bernes    Code   Code	Address of Reporting Person — Sex (Sirest) (Middle) (Middle) (Street) (Middle) (Street) (Street) (Street) (Street) (Street) (Street) (Month/Day/Year) (Month/Da	Address of Reporting Person -  (First) (Middle) (SXIS, INC., 200 PENOBSCOT   3. Date of Earliest Transaction (Month/Day/Year)   3. Date of Earliest Transaction (Month/Day/Year)   4. If Amendment, Date Original Filed(Month/Day/Year)   6. Individual X Form file Form file    (Street)   4. If Amendment, Date Original Filed(Month/Day/Year)   6. Individual X Form file Form file    (State)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction   4. Securities Acquired (A) or Disposed of (D)    (Instr. 8)   11,920   D   8   230,066    (Instr. 3)   230,066    (Instr. 3)   3. Transaction   3. Transaction   4. Securities Acquired (Instr. 3)    (Instr. 3)   3. Transaction   3. Transaction   4. Securities Acquired (Instr. 3)    (Instr. 3)   3. Transaction   3. Transaction   4. Securities Acquired (Instr. 3)    (Instr. 3)   5. Relation   5. Amount   5. Amount   5. Amount   6. Date   6. D	Address of Reporting Person Bress    CODEXIS INC [CDXS]	Address of Reporting Person **  Madress of Reporting Person **  (Check all application of CODEXIS INC [CDXS]**  Middle)  SXIS, INC., 200 PENOBSCOT  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  D CITY, CA 94063   (State)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Address of Reporting Person (Check all application of Code (Month/Day/Year))  Month/Day/Year)  A. If Amendment, Date Original Filed(Month/Day/Year)  A. If Amendment, Date Original Filed(Month/Day/Year)  A. If Amendment, Date Original Filed(Month/Day/Year)  Month/Day/Year)  A. Securities Acquired (A) or Disposed of, or Beneficially Owned Following Reported Transaction (Instr. 3 and 4)  Month/Day/Year)  Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned form as separate line for each class of securities beneficially owned directly or indirectly.  Persons who respond to the collection of information contained in this form are not required to respond unlet the form displays a currently valid OMB control number (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  Month/Day/Year)  A. Transaction of (Instr. 3)  A. Deemed (Reg., puts, calls, warrants, options, convertible securities)  A. Transaction of (Month/Day/Year)  Month/Day/Year)  A. Title and Execution Date of (Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  A. Title and Execution Date of (Month/Day/Year)  Month/Day/Year)  Month/Day/Year	Address of Reporting Person    2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]  (Grind) (Middle) (Check all applicable) (Director (SWP, R&D) (Check Applicable) (Check Applicable) (Director (SWP, R&D) (Check Applicable) (Check Applicab

	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/ Gordon Sangster, Attorney-in-Fact for James Lalonde	03/07/2018
**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.