

# FORM 4

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

OMB APPROVAL	
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## 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

(Print or Type Responses)

1. Name and Address of Reporting Person* CMEA VENTURES LIFE SCIENCES 2000 LP			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ Officer (give title below) _____ <input checked="" type="checkbox"/> 10% Owner Other (specify below) _____		
(Last) (First) (Middle) ONE EMBARCADERO CENTER, SUITE 3250			3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010					
(Street) SAN FRANCISCO, CA 94111			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/27/2010		C		93,727 (1) (2)	A	(2)	93,727	I	See Footnote (3)
Common Stock	04/27/2010		C		62,815 (1) (4)	A	(4)	156,542	I	See Footnote (3)
Common Stock	04/27/2010		C		24,525 (1) (5)	A	(5)	181,067	I	See Footnote (3)
Common Stock	04/27/2010		C		1,418,477 (1) (2)	A	(2)	1,418,477	I	See Footnote (6)
Common Stock	04/27/2010		C		950,638 (1) (4)	A	(4)	2,369,115	I	See Footnote (6)
Common Stock	04/27/2010		C		371,043 (1) (5)	A	(5)	2,740,158	I	See Footnote (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock	(2)	04/27/2010		C		93,727 (1) (2)		(2)	(7)	Common Stock	93,727 (1) (2)	\$ 0	0	I	See Footnote (3)
Series D Preferred Stock	(4)	04/27/2010		C		62,815 (1) (4)		(4)	(7)	Common Stock	62,815 (1) (4)	\$ 0	0	I	See Footnote (3)
Series E Preferred Stock	(5)	04/27/2010		C		24,525 (1) (5)		(5)	(7)	Common Stock	24,525 (1) (5)	\$ 0	0	I	See Footnote (3)
Series B Preferred Stock	(2)	04/27/2010		C		1,418,477 (1) (2)		(2)	(7)	Common Stock	1,418,477 (1) (2)	\$ 0	0	I	See Footnote (6)
Series D Preferred Stock	(4)	04/27/2010		C		950,638 (1) (4)		(4)	(7)	Common Stock	950,638 (1) (4)	\$ 0	0	I	See Footnote (6)

Series E Preferred Stock	(5)	04/27/2010		C		371,043 (1) (5)	(5)	(7)	Common Stock	371,043 (1) (5)	\$ 0	0	I	See Footnote (6)
Warrant to Purchase Series D Preferred Stock	\$ 5.96 (1) (8)	04/27/2010		J		5,730 (1) (8)	(9)	05/25/2013	Series D Preferred Stock	5,730 (1) (8)	\$ 0	0	I	See Footnote (3)
Warrant to Purchase Common Stock	\$ 5.96 (1) (8)	04/27/2010		J		5,730 (1) (8)	(9)	05/25/2013	Common Stock	5,730 (1) (8)	\$ 0	5,730 (1)	I	See Footnote (3)
Warrant to Purchase Series D Preferred Stock	\$ 5.96 (1) (8)	04/27/2010		J		86,718 (1) (8)	(9)	05/25/2013	Series D Preferred Stock	86,718 (1) (8)	\$ 0	0	I	See Footnote (6)
Warrant to Purchase Common Stock	\$ 5.96 (1) (8)	04/27/2010		J		86,718 (1) (8)	(9)	05/25/2013	Common Stock	86,718 (1) (8)	\$ 0	86,718 (1)	I	See Footnote (6)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CMEA VENTURES LIFE SCIENCES 2000 LP ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111		X		
CMEA Ventures Life Sciences 2000, Civil Law Partnership ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111		X		
CMEA Ventures LS Management 2000, L.P. ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111		X		
Collier David J ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111		X		
Handelsman Karl D. ONE EMBARCADERO CENTER, SUITE 3250 SAN FRANCISCO, CA 94111		X		

## Signatures

/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS Management 2000, L.P. for CMEA Ventures Life Sciences 2000, L.P. as its General Partner		04/29/2010
**Signature of Reporting Person		Date
/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS Management 2000, L.P. for CMEA Ventures Life Sciences 2000, Civil Law Partnership as its managing limited partner		04/29/2010
**Signature of Reporting Person		Date
/s/ Thomas R. Baruch, General Partner of CMEA Ventures LS Management 2000, L.P.		04/29/2010
**Signature of Reporting Person		Date
/s/ David Collier		04/29/2010
**Signature of Reporting Person		Date
/s/ Karl Handelsman		04/29/2010
**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) Reflects a 2-for-3 reverse stock split of the Issuer's outstanding securities effected immediately prior to the effectiveness of the Issuer's S-1 Registration Statement (Commission File No. 333-164044).
- (2) Each share of Series B Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.
- Held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. Thomas R. Baruch, a member of the Issuer's board of directors, David Collier and Karl Handelsman are general partners of CMEA Ventures LS Management 2000, L.P., the managing limited partner of CMEA Ventures Life Sciences 2000, Civil Law Partnership, and, as such, have voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, Civil Law Partnership. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
- (3) Each share of Series D Preferred Stock automatically converted into Common Stock on a 1-for-1 basis upon the closing of the Issuer's initial public offering.
- As previously reported on the Form 3 dated April 21, 2010, due to the antidilution provisions of the Issuer's certificate of incorporation that apply to the Series E Preferred Stock, each share of Series E Preferred Stock automatically converted into Common Stock on a 1.008702-for-1 basis upon the closing of the Issuer's initial public offering. Number of shares reported includes the additional 211 shares and 3,200 shares of Common Stock that was issued to CMEA Ventures Life Sciences 2000, Civil Law Partnership and CMEA Ventures Life Sciences 2000, L.P., respectively, upon such conversion as a result of such antidilution adjustment.
- Held by CMEA Ventures Life Sciences 2000, L.P. Thomas R. Baruch, a member of the Issuer's board of directors, David Collier and Karl Handelsman are general partners of CMEA Ventures LS Management 2000, L.P., the general partner of CMEA Ventures Life Sciences 2000, L.P., and, as such, have voting and investment power over the securities held by CMEA Ventures Life Sciences 2000, L.P. Each of the Reporting Persons disclaims beneficial ownership of the securities reported in this Form 4 except to the extent of any pecuniary interest therein.
- (4) The expiration date is not relevant to the conversion of these securities.
- Upon completion of the Issuer's initial public offering, the warrant to purchase shares of Series D Preferred Stock automatically converted into a warrant to purchase an equal number of shares of the Issuer's Common Stock. Disposition of Warrant to Series D Preferred Stock and acquisition of Warrant to Purchase Common Stock listed solely for the purpose of reporting such conversion of the shares underlying the security.
- (5) This warrant is immediately exercisable.
- (6) This warrant is immediately exercisable.
- (7) This warrant is immediately exercisable.
- (8) This warrant is immediately exercisable.
- (9) This warrant is immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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