

FORM 4

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

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

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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* SULAT JAMES R			2. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/27/2010					
C/O MAXYGEN, INC., 515 GALVESTON DRIVE								
(Street) REDWOOD CITY, CA 94063			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					

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		4,040,404 <u>(1)</u> <u>(2)</u>	A	<u>(2)</u>	4,707,070	I	See Footnote <u>(3)</u>
Common Stock	04/27/2010		C		1,080,146 <u>(1)</u> <u>(4)</u>	A	<u>(4)</u>	5,787,216	I	See Footnote <u>(3)</u>
Common Stock	04/27/2010		C		169,892 <u>(1)</u> <u>(5)</u>	A	<u>(5)</u>	5,957,108	I	See Footnote <u>(3)</u>

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 A Preferred Stock	<u>(2)</u>	04/27/2010		C		4,040,404 <u>(1)</u> <u>(2)</u>		<u>(2)</u>	<u>(6)</u>	Common Stock	4,040,404 <u>(1)</u> <u>(2)</u>	\$ 0	0	D	
Series B Preferred Stock	<u>(3)</u>	04/27/2010		C		1,080,146 <u>(1)</u> <u>(3)</u>		<u>(3)</u>	<u>(6)</u>	Common Stock	1,080,146 <u>(1)</u> <u>(3)</u>	\$ 0	0	D	
Series D Preferred Stock	<u>(4)</u>	04/27/2010		C		169,892 <u>(1)</u> <u>(4)</u>		<u>(4)</u>	<u>(6)</u>	Common Stock	169,892 <u>(1)</u> <u>(4)</u>	\$ 0	0	D	
Warrant to Purchase Series D Preferred Stock	\$ 5.96 <u>(1)</u> <u>(7)</u>	04/27/2010		J		30,816 <u>(1)</u> <u>(7)</u>		<u>(8)</u>	05/25/2013	Series D Preferred Stock	30,816 <u>(1)</u>	\$ 0	0	D	
Warrant to Purchase Common Stock	\$ 5.96 <u>(1)</u> <u>(7)</u>	04/27/2010		J		30,816 <u>(1)</u> <u>(7)</u>		<u>(8)</u>	05/25/2013	Common Stock	30,816 <u>(1)</u>	\$ 0	30,816 <u>(1)</u>	D	

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
SULAT JAMES R C/O MAXYGEN, INC., 515 GALVESTON DRIVE REDWOOD CITY, CA 94063	X	X		

Signatures

/s/ James R. Sulat		04/29/2010
<small>Signature of Reporting Person</small>		<small>Date</small>

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 A Preferred Stock automatically converted into Common Stock on a 1.010101-for-1 basis upon the closing of the Issuer's initial public offering.

Held by Maxygen, Inc. ("Maxygen"). James R. Sulat, a member of the Issuer's board of directors, is the Chief Executive Officer, Chief Financial Officer and a member of the board of directors of

(3) Maxygen, and, as such, may be deemed to be the beneficial owner of the securities held by Maxygen. Mr. Sulat disclaims beneficial ownership of all securities held by Maxygen, except to the extent of his pecuniary interest therein.

(4) 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.

(5) 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.

(6) 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

(7) 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.

(8) 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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