

INITIAL STATEMENT OF 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* Ho Mark (Last) (First) (Middle) C/O CODEXIS, INC., 200 PENOBSCOT DRIVE (Street) REDWOOD CITY, CA 94063 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 07/10/2012	3. Issuer Name and Ticker or Trading Symbol CODEXIS INC [CDXS]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Principal Accounting Officer</u>	5. 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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	12,654 (1)	D	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(2)	11/09/2019	Common Stock	10,000	\$ 9.09	D	
Stock Option (right to buy)	(3)	03/08/2021	Common Stock	6,436	\$ 10.51	D	
Stock Option (right to buy)	(4)	07/28/2021	Common Stock	5,000	\$ 8.63	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ho Mark C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			Principal Accounting Officer	

Signatures

/s/ Dave Swarthout, as Attorney-in-Fact for Mark Ho	07/16/2012
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Includes 11,651 Restricted Stock Units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.

- (2) Option vests with respect to 25% of the shares subject thereto on September 14, 2010, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on September 14, 2013.
- (3) Option vests with respect to 25% of the shares subject thereto on January 26, 2012, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 26, 2015.
- (4) Option vests with respect to 25% of the shares subject thereto on July 1, 2012, with 1/48 of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on July 1, 2015.

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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