| FORM 4 | 4 |
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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). |

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

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SEC 1474 (9-02)

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 Per- KELLEY BERNARD J | 2. Issuer Name an CODEXIS, INC | | | ding Sym | ool | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
| (Last) (First) C/O CODEXIS, INC., 200 PEN DRIVE | | 3. Date of Earliest 7 06/16/2020 | Fransactior | n (Mc | onth/Day/Y | (ear) | Officer (give title below) | Other (specify b | below) | |
| (Street) REDWOOD CITY, CA 94063 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person 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) | Date (Month/Day/Year) | Execution Date, if | te, if 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) | Ownership Form: Direct (D) | Beneficial Ownership |
| | | | Code | v | Amount | (A) or (D) | Price | | or Indirect (I) (Instr. 4) | (Instr. 4) |
| Common Stock | 06/16/2020 | | А | | 8,952 (<u>1</u>) | А | \$ 0 | 216,136 | D | |

Reminder: Report on a 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 unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|-------------|--|------------------|--------------------|------------|------------|--------|-------|---------------------|--------------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | 4 | 5. | | 6. Date Exer | cisable | 7. Tit | le and | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative | Conversion | Date | Execution Date, if | Transactio | on 1 | Numł | ber | and Expirati | on Date | Amo | unt of | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | | of | | (Month/Day | /Year) | Unde | rlying | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | | | ative | | | Secur | rities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | Secur | ities | | | (Instr | . 3 and | | Owned | Security: | (Instr. 4) |
| | Security | | | | 4 | Acqui | ired | | | 4) | | | 0 | Direct (D) | |
| | | | | | | (A) 01 | | | | | | | Reported | or Indirect | |
| | | | | |] | Dispo | sed | | | | | | Transaction(s) | (I) | |
| | | | | | | of (D) | · | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | (Instr. 3, | | · · · | | | | | | | | |
| | | | | | 4, and 5) | | 15) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Data | Emination | | or | | | | |
| | | | | | | | | Date Exercisable | Expiration Date | Title | Number | | | | |
| | | | | | | | | Exercisable | Date | | of | | | | |
| | | | | Code V | V | (A) | (D) | | | | Shares | | | | |

Reporting Owners

| | Relationships | | | | | | |
|--|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| KELLEY BERNARD J C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063 | Х | | | | | | |

Signatures

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) Restricted stock. The shares vest on the earlier of June 16, 2021 or the date of the Issuer's 2021 annual meeting of stockholders.

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.