

FORM 4

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

OMB APPROVAL	
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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).

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 * TAYLOR DEAN ROSS JR			2. Issuer Name and Ticker or Trading Symbol CODEXIS, INC. [CDXS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ SVP, Chief Scientific Officer		
(Last) C/O	(First) CODEXIS, INC.,	(Middle) 200 PENOBSCOT DRIVE	3. Date of Earliest Transaction (Month/Day/Year) 02/11/2021					
(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	02/11/2021		F(1)		1,096	D	\$ 26.67	6,904	D	
Common Stock	02/16/2021		A(2)		14,080	A	\$ 0	20,984	D	
Common Stock	02/16/2021		A		5,000(3)	A	\$ 0	25,984	D	

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				
Stock Option (Right to Buy)	\$ 26.16	02/16/2021		A		10,000		(4)	02/16/2031	Common Stock	10,000	\$ 0	10,000	D	
Stock Option (Right to Buy)	\$ 14.43	02/16/2021		A		17,600		(5)	02/11/2030	Common Stock	17,600	\$ 0	17,600	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR DEAN ROSS JR C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063			SVP, Chief Scientific Officer	

Signatures

/s/ Ross Taylor	02/18/2021
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) Shares withheld by the Issuer on vesting of restricted stock units ("RSUs") solely to cover applicable withholding taxes. No shares were sold in the open market; the transaction reported herein was executed automatically upon the release of the RSUs upon the vesting thereof.
- (2) Represent shares of common stock issuable pursuant to performance stock units for which achievement has been certified by the Issuer's compensation committee. Shares will be issued in two equal installments on each of March 5, 2021 and March 5, 2022, subject to continued employment through such date.
- (3) RSUs vest 1/3 annually from February 16, 2021 such that the RSUs will be fully vested on February 16, 2024. Each RSU represents a contingent right to receive one share of Codexis common stock.
- (4) Option vests with respect to 25% of the shares subject thereto on February 16, 2022, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on February 16, 2025.
On February 11, 2020, the issuer granted the reporting person an option that commences vesting in respect of a number of shares of the issuer's common stock determined based on the satisfaction of certain performance criteria for the fiscal year ended December 31, 2020 with any remaining shares forfeited. On February 16, 2021, the compensation committee of the issuer's board of directors certified achievement of the performance criteria at 88% of the target level, which will result in the vesting of the option with respect to 8,800 shares on March 5, 2021 and 8,800 shares on March 5, 2022, in each case subject to the reporting person's continued service to the issuer through such vesting date.

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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