

Lawson Robert J
Form 3
April 21, 2010

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Lawson Robert J

(Last) (First) (Middle)

C/O CODEXIS, INC.,Â 200
PENOBSCOT DRIVE

(Street)

REDWOOD
CITY,Â CAÂ 94063

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/21/2010

3. Issuer Name **and** Ticker or Trading Symbol
CODEXIS INC [CDXS]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
SVP and CFO

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ 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)

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)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date Expiration
Exercisable Date

Title Amount or
Number of
Shares

(Instr. 5)

Stock Option (right to buy)	Â <u>(1)</u>	11/09/2019	Common Stock	266,666 <u>(2)</u>	\$ 9.09 <u>(2)</u>	D	Â
Stock Option (right to buy)	Â <u>(3)</u>	02/11/2020	Common Stock	26,666 <u>(2)</u>	\$ 10.92 <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lawson Robert J C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	Â	Â	Â SVP and CFO	Â

Signatures

/s/ Robert J. 04/21/2010
Lawson

 Signature of Date
Reporting Person

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) Option vests with respect to 25% of the shares subject thereto on November 2, 2010, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on November 2, 2013.
- (2) 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).
- (3) Option vests with respect to 100% of the shares subject thereto on January 1, 2015. Upon the completion of the Issuer's initial public offering, the option will vest with respect to 25% of the shares subject thereto on January 1, 2011, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on January 1, 2014.

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.