

SHAW ALAN  
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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â SHAW ALAN		(Month/Day/Year)	CODEXIS INC [CDXS]	
(Last)	(First)	(Middle)	04/21/2010	
C/O CODEXIS, INC.,Â 200 PENOBSCOT DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
REDWOOD CITY,Â CAÂ 94063			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President and CEO	

**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	47,534 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	44,132 <sup>(1)</sup>	I	See Footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â <u>(4)</u>	05/16/2013	Common Stock	333,333 <u>(1)</u>	\$ 0.6 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	07/15/2013	Common Stock	33,333 <u>(1)</u>	\$ 0.6 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	12/11/2013	Common Stock	93,333 <u>(1)</u>	\$ 0.6 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	01/05/2015	Common Stock	53,333 <u>(1)</u>	\$ 0.9 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	01/05/2015	Common Stock	13,333 <u>(1)</u>	\$ 0.9 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	10/18/2015	Common Stock	33,333 <u>(1)</u>	\$ 1.05 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(4)</u>	12/13/2015	Common Stock	46,666 <u>(1)</u>	\$ 1.05 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(5)</u>	01/26/2017	Common Stock	144,750 <u>(1)</u>	\$ 2.45 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(6)</u>	01/26/2017	Common Stock	144,750 <u>(1)</u>	\$ 2.45 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(7)</u>	08/28/2017	Common Stock	225,000 <u>(1)</u>	\$ 6.71 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(8)</u>	10/25/2017	Common Stock	116,000 <u>(1)</u>	\$ 6.86 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(9)</u>	06/02/2019	Common Stock	266,666 <u>(1)</u>	\$ 7.46 <u>(1)</u>	D	Â
Stock Option (right to buy)	Â <u>(10)</u>	02/11/2020	Common Stock	266,666 <u>(1)</u>	\$ 10.92 <u>(1)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW ALAN C/O CODEXIS, INC. 200 PENOBSCOT DRIVE REDWOOD CITY, CA 94063	Â X	Â	Â President and CEO	Â

## Signatures

/s/ Alan Shaw

04/21/2010

\*\*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) 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) Shares held by Alan Shaw, Trustee of The Alan Shaw 2008 Annuity Trust, dated June 20, 2008.
- (3) Shares held by The Shaw Living Trust Agreement, for which the Reporting Person is trustee.
- (4) 100% of the shares subject to the option are fully vested and exercisable.
- (5) Option vests with respect to 25% of the shares subject thereto on August 23, 2007, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 23, 2010.
- (6) Option vests with respect to 25% of the shares subject thereto on December 31, 2007, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on December 31, 2010.
- (7) Option vests with respect to 25% of the shares subject thereto on August 28, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on August 28, 2011.
- (8) Option vests with respect to 25% of the shares subject thereto on October 25, 2008, with 1/48th of the shares vesting monthly thereafter, such that the option will be fully vested and exercisable on October 25, 2011.
- (9) Option vests with respect to 1/24th of the shares subject thereto monthly commencing on January 1, 2011, such that the option will be fully vested and exercisable on January 1, 2013.
- (10) 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.